

Hearing Date and Time: 10:00 a.m., April 18, 2017  
Objection Deadline: 4:00 p.m., April 4, 2017

**SIMPSON THACHER & BARTLETT LLP**

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*Counsel to the Official Committee  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

Gawker Media LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-11700 (SMB)

(Jointly Administered)

**SUMMARY OF SECOND INTERIM APPLICATION OF SIMPSON THACHER &  
BARTLETT LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR APPROVAL AND ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC's and Gawker Media Group, Inc.'s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.'s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

**SUMMARY OF SECOND INTERIM COMPENSATION PERIOD**

NAME OF APPLICANT:	Simpson Thacher & Bartlett LLP
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	Official Committee of Unsecured Creditors
DATE OF RETENTION:	August 17, 2016 ( <i>nunc pro tunc</i> to June 24, 2016) [Docket No. 184]
PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT ARE SOUGHT:	October 1, 2016 – January 31, 2017
AMOUNT OF COMPENSATION REQUESTED:	\$557,908.00 (100%)
AMOUNT OF EXPENSE REIMBURSEMENT REQUESTED:	\$41,209.16 (100%)
TOTAL COMPENSATION PREVIOUSLY REQUESTED AND AWARDED IN THESE CHAPTER 11 CASES:	\$1,155,357.46
TOTAL EXPENSES PREVIOUSLY REQUESTED AND AWARDED IN THESE CHAPTER 11 CASES:	\$23,586.99
BLENDED RATE OF ATTORNEYS IN THIS APPLICATION:	\$938.10
BLENDED RATE OF ALL TIMEKEEPERS IN THIS APPLICATION:	\$936.17
COMPENSATION SOUGHT IN THIS APPLICATION ALREADY PAID PURSUANT TO A MONTHLY COMPENSATION ORDER, BUT NOT YET ALLOWED:	\$446,680.40
EXPENSES SOUGHT IN THIS APPLICATION ALREADY PAID PURSUANT TO A MONTHLY COMPENSATION ORDER, BUT NOT YET ALLOWED:	\$41,209.16
NUMBER OF ATTORNEYS AND PARAPROFESSIONALS INCLUDED IN THIS APPLICATION:	15
NUMBER OF ATTORNEYS AND PARAPROFESSIONALS INCLUDED IN THIS APPLICATION NOT INCLUDED IN STAFFING PLAN:	Depending on the month, between 0 and 2 more attorneys or paraprofessionals provided services to the Committee than set forth in the staffing plan.
DIFFERENCE BETWEEN FEES BUDGETED AND COMPENSATION SOUGHT IN THIS APPLICATION:	Simpson Thacher is not seeking fees that exceed the budget by 10% or more.
NUMBER OF ATTORNEYS AND PARAPROFESSIONALS BILLING FEWER THAN 15 HOURS IN THIS APPLICATION: <sup>2</sup>	8
RATE INCREASES NOT PREVIOUSLY APPROVED / DISCLOSED:	None
THE EFFECT OF ANY RATE INCREASES THAT HAVE OCCURRED SINCE RETENTION:	N/A

This is the **second interim fee application** filed by Simpson Thacher & Bartlett LLP in these cases.

<sup>2</sup> A total of 5 professionals and 3 paraprofessionals billed fewer than 15 hours during the Second Interim Compensation Period. By and large the professionals were specialists required for discrete tasks.

**Summary of Monthly Fee Statements for the Second Interim Compensation Period  
(October 1, 2016 Through January 31, 2017)**

<b>Date Filed</b>	<b>Compensation Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Fees Paid to Date</b>	<b>Expenses Paid</b>	<b>Anticipated 20% Holdbacks</b>
November 9, 2016 [Docket No. 429]	Oct. 1, 2016 – Oct. 31, 2016	\$317,869.00	\$19,456.03	\$254,295.20	\$19,456.03	\$63,573.80
December 5, 2016 [Docket No. 551]	Nov. 1, 2016 – Nov. 30, 2016	\$141,986.00	\$17,873.93	\$113,588.80	\$17,873.93	\$28,397.20
January 6, 2017 [Docket No. 677]	Dec. 1, 2016 – Dec. 31, 2016	\$71,340.40	\$3,101.20	\$71,340.40	\$3,101.20	\$17,835.10
February 15, 2017 [Docket No. 763]	Jan. 1, 2017 – Jan. 31, 2017	\$9,320.00	\$778.00	\$8,877.50	\$778.00	\$1,864.00
<b>TOTAL</b>		<b>\$558,350.50</b>	<b>\$41,209.16</b>	<b>\$446,680.40</b>	<b>\$41,209.16</b>	<b>\$111,670.10</b>

**Summary of Hours Billed by Professionals and Paraprofessionals for the  
Second Interim Compensation Period  
(October 1, 2016 Through January 31, 2017)**

<b>Name</b>	<b>Title</b>	<b>Practice Group (Year Admitted)</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
William T. Russell Jr	Partner	Litigation (1991)	\$1,315.00	113.40	\$149,121.00
Sandy Qusba	Partner	Corporate (1994)	\$1,315.00	73.70	\$96,915.50
Lori E. Lesser	Partner	Litigation (1994)	\$1,300.00	2.30	\$2,990.00
Jonathan Goldstein	Partner	Tax (2004)	\$1,195.00	1.70	\$2,031.50
Morris Massel	Counsel	Corporate (2000)	\$1,030.00	125.65	\$129,419.50
Nicholas Baker	Associate	Corporate (2008)	\$995.00	0.60	\$597.00
Jeffrey E. Baldwin	Associate	Litigation (2009)	\$995.00	63.40	\$63,083.00
Randy Moonan	Associate	Litigation (2014)	\$775.00	1.90	\$1,472.50
Jonathan R. Myers	Associate	Litigation (2016)	\$585.00	32.80	\$19,188.00
Julia E. Heald	Associate	Litigation (2016)	\$585.00	50.40	\$29,484.00
Veronica R. Jordan-Davis	Associate	Litigation (2016)	\$585.00	9.80	\$5,733.00
Jonathan E. Endean	Associate	Corporate (NA)	\$485.00	118.80	\$57,618.00
Allison Greenberg	Managing Clerk	Litigation (NA)	\$170.00	0.20	\$34.00
Casey Duncan	Managing Clerk	Litigation (NA)	\$170.00	0.30	\$51.00
Mariavictoria Padua	Law Clerk	Litigation (NA)	\$170.00	1.00	\$170.00

Total Billed Hours for Attorneys	594.45
Total Billed Hours for Paraprofessionals	1.50
Total Billed Hours	595.95
Total Fees Requested	\$557,908.00
Blended Rate for All Timekeepers	\$936.17
Blended Rate for Attorneys	\$938.10

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

Gawker Media LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-11700 (SMB)

(Jointly Administered)

**SECOND INTERIM APPLICATION OF SIMPSON THACHER & BARTLETT LLP,  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Gawker Media, LLC, *et al.* (“**Gawker Media**”) and its affiliated debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), submits its application (the “**Application**”), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the

<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC’s and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.



“**Bankruptcy Rules**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (together, the “**Local Guidelines**”), the United States Trustee Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**U.S. Trustee Guidelines**,” and together with the Local Guidelines, the “**Guidelines**”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 94] (the “**Interim Compensation Order**”).

In this Application, Simpson Thacher requests: (i) interim approval and allowance of compensation in the aggregate amount of \$557,908.00 for professional services rendered to the Committee and reimbursement of actual and necessary expenses incurred by Simpson Thacher in the aggregate amount of \$41,209.16 during the period from October 1, 2016 through and including January 31, 2017 (the “**Second Interim Compensation Period**”), and (b) payment of the unpaid portion of such allowed fees and expenses, including amounts held back pursuant to the Interim Compensation Order (as defined below) in the amount of \$111,227.60 (the “**Holdback**”), which represents requested fees subject to a 20% holdback during the Second Interim Compensation Period. In support of the Application, Simpson Thacher respectfully represents as follows:

#### **Preliminary Statement**

1. As counsel to the Committee, Simpson Thacher played a critical role in maximizing the value of the Debtors’ assets through the sale process, identifying and pursuing key inter-estate issues such as value allocation and inter-estate claims, and facilitating the consensual resolution of such issues for the benefit of unsecured creditors, which led to the plan of liquidation ultimately approved by the Court.

2. One of the central issues of these cases was the allocation of sale proceeds and the investigation and prosecution of inter-estate claims. The Debtors initially proposed a sale allocation based on the Debtors' historic cost and revenue allocation, which would have substantially limited the recoveries of unsecured creditors. Simpson Thacher and the other Committee professionals did not believe that the Debtors' proposed approach was appropriate or justified. Simpson Thacher and the other Committee professionals sought information and ultimately were required to propound discovery through a Bankruptcy Rule 2004 motion in order to be in a position to properly evaluate the Debtors' approach and begin to litigate the issues if necessary. In addition, the Committee, through Simpson Thacher, investigated and analyzed potential inter-estate claims, such as breaches of fiduciary duty, substantive consolidation and other important claims and initiated the process to obtain standing to prosecute those claims.

3. The Committee, with the assistance of Simpson Thacher, determined that negotiations with the Debtors regarding sales proceeds allocation and the inter-estate claims might result in an ultimately more favorable outcome for unsecured creditors. On behalf of the Committee, Simpson Thacher entered into extensive negotiations with the Debtors' professionals regarding these issues. Ultimately, all of these issues were settled in the Debtors' proposed plan of liquidation. As a result, the estates saved millions of dollars due to negotiated tax efficiencies as well as avoided legal costs and expenses that would have resulted from litigation, leading to higher recoveries for allowed claims of unsecured creditors.

4. Throughout the course of these cases, Simpson Thacher has played an indispensable role in ensuring that the Committee was adequately represented and well-informed. In addition to being a key advocate on behalf of the Committee in ensuring that the proposed plan of liquidation and disclosure statement adequately reflected the priorities of the

Committee, Simpson Thacher also provided counsel to the Committee regarding objections to the plan as the Debtors prepared for the confirmation hearing.

5. Ultimately, Simpson Thacher's efforts were a major contributing factor to a proposed plan of liquidation that provided allowed unsecured creditors with up to a full recovery. Simpson Thacher respectfully submits that its services during the Second Interim Compensation Period merit approval of its requested fees and expenses.

### **Jurisdiction**

6. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the chapter 11 cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code.

7. The statutory and regulatory predicates for the relief requested herein are sections 327, 330(a), 331, and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1.

### **Disclosures and Requested Award**

8. In accordance with the Interim Compensation Order, Simpson Thacher submitted the following monthly fee statements (each, a "**Fee Statement**") seeking interim compensation and reimbursement of expenses:

- (a) On November 9, 2016, Simpson Thacher filed and served on the Notice Parties its fourth fee statement for the period from October 1, 2016, through and including October 31, 2016 (the "**Fourth Fee Statement**"). The Fourth Fee Statement sought (i) allowance of \$317,869.00 as compensation for services rendered and (ii) reimbursement of \$19,456.03 in expenses. As of the date hereof, Simpson Thacher has received a total of \$273,751.23, which represents payment of (i) 80% of Simpson Thacher's fees and (ii) 100% of the expenses incurred pursuant to the Fourth Fee Statement.

- (b) On December 5, 2016, Simpson Thacher filed and served on the Notice Parties its fifth fee statement for the period from November 1, 2016, through and including November 30, 2016 (the “**Fifth Fee Statement**”). The Fifth Fee Statement sought (i) allowance of \$141,986.00 as compensation for services rendered and (ii) reimbursement of \$17,873.93 in expenses. As of the date hereof, Simpson Thacher has received a total of \$131,462.73, which represents payment of (i) 80% of Simpson Thacher’s fees and (ii) 100% of the expenses incurred pursuant to the Fifth Fee Statement.
- (c) On January 6, 2017, Simpson Thacher filed and served on the Notice Parties its sixth fee statement for the period from December 1, 2016, through and including December 31, 2016 (the “**Sixth Fee Statement**”). The Sixth Fee Statement sought (i) allowance of \$89,175.50 as compensation for services rendered and (ii) reimbursement of \$3,101.20 in expenses. As of the date hereof, Simpson Thacher has received a total of \$74,441.60, which represents payment of (i) 80% of Simpson Thacher’s fees and (ii) 100% of the expenses incurred pursuant to the Sixth Fee Statement.
- (d) On February 15, 2017, Simpson Thacher filed and served on the Notice Parties its seventh fee statement for the period from January 1, 2017, through and including January 31, 2017 (the “**Seventh Fee Statement**”). The Seventh Fee Statement sought (i) allowance of \$9,320.00 as compensation for services rendered and (ii) reimbursement of \$778.00 in expenses. As of the date hereof, Simpson Thacher has received a total of \$8,234.00, which represents payment of (i) 80% of Simpson Thacher’s fees and (ii) 100% of the expenses incurred pursuant to the Seventh Fee Statement.<sup>2</sup>

9. In this Application, Simpson Thacher seeks interim allowance of (a) compensation for professional services rendered by Simpson Thacher, as counsel for the Committee, during the Second Interim Compensation Period and (b) reimbursement of expenses incurred by Simpson Thacher in connection with such services.

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<sup>2</sup> The amount requested in the Seventh Fee Statement for compensation for services rendered was based on billing rates reflecting standard annual rate increases. Compensation requested in this Application has, however, been reduced by \$442.50 to reflect work performed during that period compensated at the billing rates stated in Simpson Thacher’s application for retention, which were slightly lower. Thus, Simpson Thacher’s request in this Application for the period from January 1, 2017 to January 31, 2017 is \$8,877.50 as compensation for services rendered and \$778.00 in expenses for a total award of \$9,655.50. Simpson Thacher filed a Supplemental Declaration to its retention order [Dkt. No. 803] to notify the Court that annual rate increases would go into effect for work performed on or after February 1, 2017.

10. Specifically, Simpson Thacher seeks approval of \$557,908.00 as compensation for legal services rendered on behalf of the Committee during the Second Interim Compensation Period and \$41,209.16 for reimbursement of expenses incurred in connection with such services, for a total award of \$599,117.16.

11. Pursuant to the Interim Compensation Order, Simpson Thacher has received payments of \$487,889.56 during the Second Interim Compensation Period. Pursuant to this Application, Simpson Thacher seeks further payment of \$111,227.60, which represents the portion of Simpson Thacher's fees for legal services rendered and expenses incurred during the Second Interim Compensation Period that have not yet been paid to Simpson Thacher.

12. The fees sought by Simpson Thacher in this Application reflect an aggregate of 595.95 hours of attorney and paraprofessional time spent and recorded in performing services for the Committee during the Second Interim Compensation Period, at a blended average hourly rate of \$936.17 for both attorneys and paraprofessionals. The blended hourly rate for attorneys only is \$938.10.

13. Simpson Thacher rendered to the Committee all services for which compensation is sought solely in connection with these cases and in furtherance of the duties and functions of the Committee.

14. Simpson Thacher maintains computerized records of the time expended in the rendering of the professional services required by the Committee. These records are maintained in the ordinary course of Simpson Thacher's practice. For the convenience of the Court and parties in interest, a billing summary for services rendered during the Second Interim Compensation Period is attached as part of the cover sheet to this Application. It sets forth the name of each attorney and paraprofessional for whose work on these cases compensation is

sought, each attorney's year of bar admission, the aggregate amount of time expended by each such attorney or paraprofessional, the hourly billing rate for each such attorney or paraprofessional at Simpson Thacher's current billing rates, and the amount of fees requested with respect to the services performed by that attorney or paraprofessional. In addition, set forth in the billing summary is additional information indicating whether each attorney is a partner, of counsel, senior attorney or associate, the year each attorney was admitted to practice, and each attorney's area of concentration. The compensation requested by Simpson Thacher is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

15. Simpson Thacher also maintains computerized records of all expenses incurred in connection with the performance of professional services. A billing summary for expenses incurred during the Second Interim Compensation Period is attached as Exhibit G to this Application, setting forth the amounts for which reimbursement is sought by type of expense.

**Explanation of Monthly Staffing Plans and Budgets for the  
Second Interim Compensation Period**

16. For each month during the Second Interim Compensation Period, Simpson Thacher provided the Committee with a written monthly budget by matter category ("**Monthly Budget**") and a specific monthly staffing plan (the "**Monthly Staffing Plan**"). The Monthly Budgets for the Second Interim Compensation Period are attached hereto as Exhibit E, and the Monthly Staffing Plans for the Second Interim Compensation Period are attached hereto as Exhibit F. Both the Monthly Budget and the Monthly Staffing Plan were presented to and approved by the Committee on a monthly basis.

17. For the Second Interim Compensation Period, Simpson Thacher's actual fees were less than the budgeted amount approved by the Committee and, accordingly, Simpson Thacher is not seeking fees that exceed the budgeted amounts by 10 percent or more and for the Second Interim Compensation Period.

**Compliance with the Guidelines**

18. This Application was prepared in accordance with the (a) Local Guidelines, (b) UST Guidelines, and (c) Interim Compensation Order. Pursuant to and consistent with the relevant requirements of the Guidelines, as applicable, the following exhibits are annexed hereto:

- **Exhibit A** contains a certification by the undersigned counsel regarding compliance with the Guidelines;
- **Exhibit B** contains a list of Simpson Thacher's project categories, which comply with the categories listed in the Guidelines to the extent possible. Exhibit B also lists the total time billed to, and total compensation requested for, each category;
- **Exhibit C** contains a billing summary for the Second Interim Compensation Period that includes the name of each attorney and paraprofessional for whose work compensation is sought, each attorney's year of bar admission and area of practice concentration, each attorney's and paraprofessional's hourly billing rate during the Second Interim Compensation Period, and the amount of fees requested with respect to the services performed by that attorney or paraprofessional.
- **Exhibit D** contains a summary of Simpson Thacher's billing practices for the previous fiscal year for non-bankruptcy professionals. Specifically, Exhibit D compares (i) the blended hourly rates for Simpson Thacher's domestic non-bankruptcy attorneys and paraprofessionals who provided legal services over the previous fiscal year, with (ii) the blended hourly rates for Simpson Thacher's attorneys and paraprofessionals who provided services to the Debtors during the Second Interim Compensation Period;
- **Exhibit E** contains monthly budgets sent to the client for work performed during the Second Interim Compensation Period;
- **Exhibit F** contains monthly staffing plans sent to the client that lists the number of attorneys and paraprofessionals assigned to each project category for work performed during the Second Interim Compensation Period;

- **Exhibit G** contains a summary of Simpson Thacher's total actual and necessary out-of-pocket expenses and disbursements during the Second Interim Compensation Period. In addition, attached hereto as **Exhibit G-1** is a schedule containing detail of all expenses incurred during the Second Interim Compensation Period; and
- **Exhibit H** contains Simpson Thacher's time records for the Second Interim Compensation Period prepared and submitted in accordance with the Guidelines.

**Summary of Professional Services Rendered**

19. To provide an orderly summary of the services rendered on behalf of the Committee by Simpson Thacher, and in accordance with the U.S. Trustee Guidelines, Simpson Thacher has established the following separate project billing categories in connection with these cases that were used during the Second Interim Compensation Period:

<b>Matter Number</b>	<b>Matter Description</b>
0003	Avoidance Action Analysis
0004	Budgeting (Case)
0006	Case Administration
0007	Claims Administration and Objections
0009	Employee Benefits and Pensions
0010	Employment and Fee Applications
0011	Employment and Fee Application Objections
0013	Litigation: Contested Matters and Adversary Proceedings
0014	Meetings and Communications with Creditors
0015	Non-Working Travel
0016	Plan and Disclosure Statement
0018	Relief from Stay and Adequate Protection
0020	Tax
0022	Intellectual Property Issues
0023	Intercompany Issues
0024	Asset Disposition
0025	Non-STB Fee Applications
0027	Executory Leases and Contracts

20. The following summary is intended only to highlight key services rendered by Simpson Thacher in certain project billing categories where Simpson Thacher has expended a considerable number of hours on behalf of the Committee and is not meant to be a detailed description of all of the work performed. Detailed descriptions of the day-to-day



services provided by Simpson Thacher and the time expended performing such services in each project billing category were attached to and filed as exhibits to the Fee Statements filed during the Second Interim Compensation Period and as Exhibit H hereto. Such detailed descriptions show that Simpson Thacher was heavily involved in the performance of services for the Committee on a daily basis, including night and weekend work.

**A. Avoidance Action Analysis – 0003**

Total Fees: \$9,731.00  
Total Hours: 7.40

21. During the Second Interim Compensation Period, Simpson Thacher attorneys evaluated and conducted legal research with respect to the potential avoidability of certain prepetition transactions involving, in particular, the Debtors and insiders of the Debtors. This analysis ultimately provided important information to the Committee in its determination to settle the issues related to the proposed plan of liquidation.

**B. Budgeting (Case) – 0004**

Total Fees: \$721.00  
Total Hours: 0.70

22. As required under the Guidelines, Simpson Thacher prepared monthly budgets for these cases and presented those budgets to the Committee for its approval.

**C. Case Administration – 0006**

Total Fees: \$20,576.50  
Total Hours: 28.40

23. During the Second Interim Compensation Period, Simpson Thacher attorneys prepared for and appeared at a number of court hearings, including the regularly scheduled omnibus hearings and various special hearings and case conferences. To prepare for each hearing, among other things, Simpson Thacher attorneys reviewed and analyzed pleadings

and related documents and correspondence, conducted factual and legal research and, in certain instances, prepared responsive pleadings, exhibits, argument and cross-examination outlines. Following each hearing, Simpson Thacher promptly advised the Committee of the pertinent rulings.

24. In addition, during the Second Interim Compensation Period, Simpson Thacher paraprofessionals (with the limited oversight from certain attorneys) maintained internal filing, record-keeping, docket-monitoring and calendaring systems in order to organize and keep track of the documents filed in these cases, ongoing projects and upcoming deadlines. Simpson Thacher paraprofessionals organized pleadings in order to ensure easy access by Simpson Thacher attorneys. Simpson Thacher attorneys also monitored the docket on a real-time basis and summarized and circulated substantive pleadings to the Committee, the internal Simpson Thacher team, and other Committee professionals. These summaries enabled Simpson Thacher and the Committee to stay abreast of developments in these cases, facilitated the assignment of projects and helped ensure that deadlines were not missed.

**D. Claims Administration and Objections – 0007**

Total Fees: \$57,177.50  
Total Hours: 49.80

25. During the Second Interim Compensation Period, Simpson Thacher reviewed various claims against the Debtors and the Debtors' responses thereto. Simpson Thacher summarized the claims and the associated objections for the Committee and researched case law with respect to the various claims and objections in preparation for Court hearings. This allowed Simpson Thacher to appropriately represent the Committee's interests throughout the course of these Chapter 11 cases.

**E. Employee Benefits and Pensions – 0009**

Total Fees: \$199.00  
Total Hours: 0.20

26. During the Second Interim Compensation Period, Simpson Thacher attorneys reviewed and analyzed employment and collective bargaining agreements related to former employees of the Debtors.

**F. Employment and Fee Applications – 0010**

Total Fees: \$73,885.50  
Total Hours: 87.70

27. During the Second Interim Compensation Period, Simpson Thacher professionals and paraprofessionals carefully reviewed draft fee statements to redact privileged, confidential and other non-public information and to ensure compliance with the Guidelines. Simpson Thacher also prepared and filed its fee statements as required by the Interim Compensation Order. Furthermore, as required by the Interim Compensation Order, Simpson Thacher prepared and filed its First Interim Fee Application during the Second Interim Compensation Period for review and approval by the Court [Docket No. 470].

**G. Employment and Fee Application Objections – 0011**

Total Fees: \$2,360.50  
Total Hours: 4.30

28. During the Second Interim Compensation Period, Simpson Thacher corresponded with Debtors' counsel regarding the retention of professionals and represented the Committee in reviewing fee applications by various professionals and ensuring that estate resources were used appropriately.

**H. Litigation: Contested Matters and Adversary Proceedings – 0013**

Total Fees: \$108,750.00  
Total Hours: 134.80

29. During the Second Interim Compensation Period, Simpson Thacher represented the Committee in the course of several litigation matters. In response to a motion by the Debtors pursuant to Bankruptcy Rule 2004, Simpson Thacher prepared a response in opposition to the motion. Simpson Thacher also prepared a formal letter sent to Debtors to seek standing to investigate potential intercompany claims and subsequently drafted a motion seeking such standing when the Debtors denied the Committee's request.

30. Contemporaneously with these litigation matters, Simpson Thacher provided advice to the Committee amidst ongoing and independent settlement discussions between Committee members and the Debtors, which ultimately abrogated the necessity of filing a formal response to the Debtors' Rule 2004 motion or a motion to seek standing.

31. In preparation for the hearing regarding confirmation of Debtors' plan of liquidation, Simpson Thacher reviewed outstanding motions and contested matters on behalf of the Committee, ensuring that the Committee was adequately represented during those proceedings, and provided regular updates to the Committee on the status of litigation matters.

**I. Meetings and Communications with Creditors – 0014**

Total Fees: \$45,708.50  
Total Hours: 44.00

32. During the Second Interim Compensation Period, the Committee regularly held weekly telephonic meetings during which Simpson Thacher provided updates to the Committee on the chapter 11 process and developments in the cases and solicited input from Committee members with respect to various matters pending before the Court. As the circumstances warranted, from time to time, Simpson Thacher also organized additional meetings with the Committee. In connection with these meetings, Simpson Thacher typically prepared proposed agenda for the discussion. Simpson Thacher also prepared and distributed for

the Committee's review various materials and also reviewed and commented on other materials prepared by the Committee's other professionals.

33. Simpson Thacher also regularly engaged in communications with the Committee's other advisors regarding various issues in order to discuss responses to pleadings, craft and revise strategies, and coordinate workflow.

**J. Non-Working Travel – 0015**

Total Fees: \$1,390.50

Total Hours: 1.35

34. During the Second Interim Compensation Period, Simpson Thacher, as required by the Guidelines, separately accounted for non-working travel time. Such time was limited to attendance at hearings held on November 3, 2016 and December 15, 2016.

**K. Plan and Disclosure Statement – 0016**

Total Fees: \$195,964.50

Total Hours: 190.60

35. During the Second Interim Compensation Period, Simpson Thacher reviewed the plan of liquidation and the associated disclosure statement filed by the Debtors with the Court. Simpson Thacher advised the Committee on the implications of the Debtors' proposed plan and formulated a strategy to respond to the Debtors. Simpson Thacher engaged in ongoing discussions with the Debtors regarding the specifics of the plan, including negotiating a settlement term sheet with respect to issues of key importance to Committee members.

36. When negotiations between the Debtors and Committee failed to result in mutually agreeable modifications to the initial plan and disclosure statement that Debtors proposed, Simpson Thacher attorneys prepared a motion opposing the disclosure statement to be filed with the Court. Simpson Thacher kept Committee members informed regarding

this litigation strategy while Committee members were separately negotiating individual settlements with the company.

37. After further negotiations proved successful, Simpson Thacher reviewed the modified plan and disclosure statement to ensure that all Committee concerns had been satisfactorily addressed. As a result of Simpson Thacher's attention to the plan and disclosure statement, the plan as presented to the Court was ultimately confirmed with the full support of the Committee.

**L. Relief from Stay and Adequate Protection – 0018**

Total Fees: \$1,709.50  
Total Hours: 1.30

38. One creditor filed a motion to lift the automatic stay during the Second Interim Compensation Period. Simpson Thacher's attorneys reviewed the motion and advised the Committee regarding that motion.

**M. Tax – 0020**

Total Fees: \$2,557.50  
Total Hours: 2.10

39. During the Second Interim Compensation Period, the allocation of proceeds from the sale implicated significant United States and foreign tax issues. Simpson Thacher attorneys reviewed the relevant data and advised the Committee of the results of its review and the related legal issues. This included a review and analysis of the Debtors' tax model. This research and analysis was an important component to settling with the Debtors and determining to support the proposed plan of liquidation.

**N. Intellectual Property Issues – 0022**

Total Fees: \$9,117.50  
Total Hours: 12.40

40. The Debtors' business relied, in part, on its intellectual property. During the Second Interim Compensation Period, Simpson Thacher advised the Committee on intellectual property issues as they related to the sale of the Debtors' content and underlying intellectual property. This work required a review by IP specialists of the relevant portions of the proposed sale agreements and research and analysis of the applicable issues.

**O. Intercompany Issues – 0023**

Total Fees: \$9,583.00  
Total Hours: 11.10

41. During the Second Interim Compensation Period, Simpson Thacher professionals examined various claims related to the Debtors' intercompany notes, allocation issues and inter-estate causes of action. As part of its examination, Simpson Thacher reviewed, analyzed and researched the relevant legal issues related to such claims and provided counsel to the Committee thereto.

**P. Asset Disposition – 0024**

Total Fees: \$263.00  
Total Hours: 0.20

42. During the Second Interim Compensation Period, Simpson Thacher professionals discussed with the Debtors how certain contracts ought to be handled after the sale and provided comments on behalf of the Committee relating thereto.

**Q. Non-STB Fee Applications –0025**

Total Fees: \$15,583.00  
Total Hours: 17.60

43. During the Second Interim Compensation Period, Simpson Thacher provided assistance to other Committee professionals with respect to their fee statements and fee applications.

**R. Executory Leases and Contracts – 0027**

Total Fees: \$2,630.00  
Total Hours: 2.00

44. During the Second Interim Compensation Period, Simpson Thacher reviewed the Debtors’ motions regarding the assumption of certain leases in order to advise the Committee with respect to those issues. Simpson Thacher also reviewed and revised certain proposed post-petition contracts of the Debtors.

**Allowance of Compensation**

45. The professional services rendered by Simpson Thacher have required a high degree of professional competence and expertise to address, with skill and dispatch, the numerous issues requiring evaluation and action by the Committee. The services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the unsecured creditors of each of the Debtors’ estates.

46. The allowance of interim compensation for services rendered and reimbursement of expenses in chapter 11 cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

47. With respect to the level of compensation, section 330(a)(1)(A) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person “reasonable compensation for actual, necessary services rendered[.]” Section 330(a)(3), in turn, provides that:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent,



and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

48. The Congressional policy expressed above provides for adequate compensation in order to continue to attract competent professionals to bankruptcy cases. *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 20 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists.”); *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal quotation marks omitted).

49. In assessing the “reasonableness” of the fees requested, courts have looked to a number of factors, including those first enumerated by the Fifth Circuit in *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977) and thereafter adopted by

most courts.<sup>3</sup> See *In re Nine Assocs., Inc.*, 76 B.R. 943, 945 (S.D.N.Y. 1987) (adopting *First Colonial/Johnson* analysis); *In re Cuisine Magazine, Inc.*, 61 B.R. 210, 212–13 (Bankr. S.D.N.Y. 1986) (same); see generally 3 COLLIER ON BANKRUPTCY ¶ 330.03[9] (enumerating *First Colonial* and *Johnson* as the “leading cases to be considered in determining a reasonable allowance of compensation”). Simpson Thacher respectfully submits that the consideration of these so-called *Johnson* factors should result in this Court’s allowance of the full compensation requested.

- (A) The Time and Labor Required. The professional services rendered by Simpson Thacher on behalf of the Committee have required the continuous expenditure of substantial time and effort, under time pressures that sometimes required the performance of services late into the evening and, on a number of occasions, over weekends and holidays. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.
- (B) The Novelty and Difficulty of Questions. Novel and complex issues have arisen in the course of the chapter 11 cases. In these cases, as in many others in which the firm is involved, Simpson Thacher’s effective advocacy and creative approach to problem-solving have helped to clarify and resolve difficult issues and have proven beneficial.
- (C) The Skill Requisite to Perform the Legal Services Properly. Simpson Thacher believes that its recognized expertise in the area of financial restructuring, its ability to draw from highly-experienced professionals in other areas of its practice such as employment, asset divestiture, litigation, tax, intellectual property and finance and its practical approach to the resolution of issues has helped maximize the distributions to the unsecured creditors of each of the Debtors.

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<sup>3</sup> The factors embraced by the Fifth Circuit in *First Colonial* were first adopted in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), except that *First Colonial* also included the “spirit of economy” as a factor. That factor was subsequently expressly rejected by Congress in enacting section 330 of the Bankruptcy Code. *Stroock & Stroock & Lavan v. Hillsborough Holdings Corp. (In re Hillsborough Holdings Corp.)*, 127 F.3d 1398, 1403 (11th Cir. 1997). A majority of the *First Colonial* factors are now codified in section 330(a)(3). 3 COLLIER ON BANKRUPTCY ¶ 330.03[9] (Lawrence P. King et al., eds., 16th ed. 2011).

- (D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Simpson Thacher's restructuring department and the firm as a whole, Simpson Thacher's representation of the Committee has not precluded the acceptance of new clients. However, the number of matters needing attention on a continuous basis has required numerous Simpson Thacher attorneys, across multiple practice groups, to commit significant portions of their time to the chapter 11 cases.
- (E) The Customary Fee. The compensation sought herein is based upon Simpson Thacher's normal hourly rates for services of this kind. Simpson Thacher respectfully submits that the compensation sought herein is not unusual given the magnitude of the chapter 11 cases and the time dedicated to the representation of the Committee. Such compensation is commensurate with fees Simpson Thacher has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.
- (F) Whether the Fee Is Fixed or Contingent. Simpson Thacher charges customary hourly rates, as adjusted annually, for the time expended by its attorneys and paraprofessionals in representing the Committee, and Simpson Thacher's fee is not outcome dependent.
- (G) Time Limitations Imposed by Client or Other Circumstances. As stated above, Simpson Thacher has been required to attend to various issues as they have arisen in the chapter 11 cases. Often, Simpson Thacher has had to perform these services under significant time constraints requiring attorneys and paraprofessionals assigned to the chapter 11 cases to work evenings and on weekends.
- (H) The Amount Involved and Results Obtained. The Committee represents the interests of unsecured creditors of each of the Debtors that, in the aggregate, asserted unsecured claims in the hundreds of millions of dollars, including a judgment exceeding \$100 million. The Committee's participation, with Simpson Thacher's counsel and guidance, has greatly contributed to the efficient administration and ultimately resulted in full recovery of each allowed claim for unsecured creditors.
- (I) The Experience, Reputation and Ability of the Attorneys. Simpson Thacher has a sophisticated and nationally recognized corporate reorganization and financial restructuring practice, and Simpson Thacher attorneys involved in this representation have played a major role in numerous complex restructurings including, for example, the chapter 11 cases of Paragon Offshore plc, et al., Swift Energy Company, et al., Molycorp, Inc., Patriot Coal Corporation,

Shoreline Energy LLC, IM Acquisition Corp., et al., and MF Global Holdings Ltd., et al. Simpson Thacher's experience enables it to perform the services described herein competently and expeditiously.

- (J) The "Undesirability" of the Case. The chapter 11 cases are not undesirable but, as already indicated, require a significant commitment of time from many Simpson Thacher attorneys.
- (K) Nature and Length of Professional Relationship. Simpson Thacher was selected as the Committee's counsel shortly after the Committee's formation, on June 24, 2016, and was retained *nunc pro tunc* to that date pursuant to an order of the Court dated August 17, 2016. Simpson Thacher has been rendering services continuously to the Committee since the Committee was formed, and Simpson Thacher has rendered such services in a necessary and appropriate manner.

50. The total time spent by Simpson Thacher attorneys and paraprofessionals during the Second Interim Compensation Period was 595.95 hours and has a fair market value of approximately \$557,908.00. Simpson Thacher believes that this Application and supporting exhibits demonstrate that Simpson Thacher's services were rendered economically and without unnecessary duplication of efforts. In addition, the work involved, and thus the time expended, was carefully assigned in consideration of the experience and expertise required for each particular task.

### **Expenses**

51. Simpson Thacher has incurred a total of \$41,209.16 in expenses in connection with representing the Committee during the Second Interim Compensation Period. Simpson Thacher records all expenses incurred in connection with its performance of professional services. Detailed descriptions of these expenses were attached and filed as exhibits to the Fee Statements during the Second Interim Compensation Period and are attached as Exhibit G-1 hereto.

52. Throughout the Second Interim Compensation Period, Simpson Thacher has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estates. As a result, Simpson Thacher regularly wrote off certain charges (such as telephone calls, overtime meals, and other overhead expenses) that would otherwise be charged to clients in accordance with Simpson Thacher's policy.

53. Simpson Thacher's policy is to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to Simpson Thacher's clients include, among other things, regular mail and express mail charges, special or hand delivery charges, photocopying charges, out-of-town travel expenses, local transportation expenses, computerized research charges and transcription costs.

54. Simpson Thacher charges the Committee for these expenses at rates consistent with those charged to Simpson Thacher's other bankruptcy clients, which rates are equal to or less than the rates charged by Simpson Thacher to its non-bankruptcy clients. Simpson Thacher seeks reimbursement from the Debtors at the following rates for the following expenses: (i) ten cents (\$0.10) per page for photocopying; (ii) ten cents (\$0.10) per page for black and white printing; and (iii) twenty-five cents (\$0.25) per page for color printing.

55. In accordance with section 330 of the Bankruptcy Code and the Guidelines, Simpson Thacher seeks reimbursement only for the actual cost of such expenses to Simpson Thacher.<sup>4</sup>

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<sup>4</sup> The cost of expenses Simpson Thacher is seeking reflects any discounted rates based on volume or other discounts which Simpson Thacher anticipates receiving from certain outside vendors; however, Simpson Thacher does not perform a retrospective reconciliation of any "year-end" adjustments (positive or negative) to the actual discounted cost of such expenses.

56. In providing or obtaining from third parties services which are reimbursable by clients, Simpson Thacher does not include in such reimbursable amount any costs of investment, equipment or capital outlay.

57. Simpson Thacher regularly charges its non-bankruptcy clients for ordinary business hourly fees and expenses for secretarial, library, word processing and other staff services because such items are not included in the firm's overhead for the purpose of setting billing rates. However, Simpson Thacher is not seeking reimbursement of hourly fees of its secretarial services.

### **Notice**

58. No trustee or examiner has been appointed in the chapter 11 cases. Pursuant to the Interim Compensation Order, notice of this Application has been served upon: (i) the Debtors, Gawker Media LLC, c/o Opportune LLP, 10 East 53rd Street, 33rd Floor, New York, NY 10022, Attn: William D. Holden ([profinvoices@gawker.com](mailto:profinvoices@gawker.com)); (ii) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi ([gregg.galardi@ropesgray.com](mailto:gregg.galardi@ropesgray.com)); (iii) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Greg Zipes & Susan Arbeit; (iv) counsel to US VC Partners LP, as Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: David Heller ([david.heller@lw.com](mailto:david.heller@lw.com)) & Keith A. Simon, 885 Third Avenue, New York, New York 10022, Attn: Keith A. Simon ([keith.simon@lw.com](mailto:keith.simon@lw.com)); and (v) counsel to Cerberus Business Finance, LLC, as DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Adam C. Harris ([adam.harris@srz.com](mailto:adam.harris@srz.com)). Simpson Thacher submits that, in light of the relief requested, no other or further notice need be provided.

**Attorney Statement Pursuant To Appendix B Guidelines**

59. The following statement is provided pursuant to ¶ C.5. of the Appendix B Guidelines.

- (a) **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period?

**Answer:** No.

- (b) **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Answer:** Not applicable. Simpson Thacher is not seeking fees that collectively exceed by 10 percent or more the total budgeted amounts for the Second Interim Compensation Period.

- (c) **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Answer:** No.

- (d) **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

**Answer:** Yes. Simpson Thacher incurred fees for less than 14 hours spent preparing and filing monthly fee statements (not including the preparation of the First Interim Fee Application) with the content and in the format required by the Interim Compensation Order, at a cost of less than \$12,000. The amount of fees for time spent preparing and filing monthly fee statements represents approximately 2 percent of the total fees requested for the Second Interim Compensation Period.

- (e) **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Answer:** Yes. Approximately five hours of the time spent (primarily by Mr. Massel, equaling fees of approximately \$5,000) preparing and filing monthly fee statements as required by the Interim Compensation Order

was devoted to reviewing and revising certain time records to remove privileged or confidential information.

- (f) **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

**Answer:** Simpson Thacher did not change its rates for this matter during the applicable period.



**Conclusion**

WHEREFORE, Simpson Thacher respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit I**: (i) allowing Simpson Thacher (a) interim compensation for professional services rendered as counsel for the Committee during the Second Interim Compensation Period in the amount of \$557,908.00; and (b) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$41,209.16 for a total award of \$599,117.16; (ii) authorizing and directing the Debtors to pay (to the extent not previously paid in accordance with the Interim Compensation Order) to Simpson Thacher \$111,227.60 which is an amount equal to the difference between (a) this \$599,117.16 award; and (b) \$487,889.56, the total of all amounts that the Debtors have previously paid to Simpson Thacher pursuant to the Interim Compensation Order for services rendered and expenses incurred during the Second Interim Compensation Period; and (iii) granting such further relief as is just.

Dated: March 21, 2017  
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By: /s/ Sandeep Qusba  
Sandeep Qusba  
William T. Russell, Jr.

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*Counsel for Official Committee of Unsecured  
Creditors of Gawker Media LLC, et al.*

**Exhibit A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

Gawker Media LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-11700 (SMB)

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF SECOND APPLICATION OF  
SIMPSON THACHER & BARTLETT LLP, COUNSEL TO  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES DURING PERIOD  
FROM OCTOBER 1, 2016 THROUGH AND INCLUDING JANUARY 31, 2017**

Pursuant to the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (together, the “**Local Guidelines**”), and the United States Trustee Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, adopted on November 1, 2013 (the “**U.S. Trustee Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”), the undersigned, a member of the firm Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Gawker Media LLC and its affiliated debtors in possession in the above-captioned cases (collectively, the “**Debtors**”),

<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC’s and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

hereby certifies with respect to Simpson Thacher's second application for allowance of compensation for services rendered and for reimbursement of expenses, dated March 21, 2017 (the "**Application**"), for the period of October 1, 2016 through and including January 31, 2017 (the "**Second Interim Compensation Period**") as follows:

1. I am the professional designated by Simpson Thacher in respect of compliance with the Guidelines.
2. I make this certification in support of the Application, for interim compensation and reimbursement of expenses for the Second Interim Compensation Period in accordance with the Local Guidelines.
3. In respect of section B.1 of the Local Guidelines, I certify that:
  - a. I have read the Application.
  - b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines.
  - c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Simpson Thacher and generally accepted by Simpson Thacher's clients.
  - d. In providing a reimbursable service, Simpson Thacher does not make a profit on that service, whether the service is performed by Simpson Thacher in-house or through a third party.<sup>2</sup>
4. With respect to section B.2 of the Local Guidelines, I certify that Simpson Thacher has previously provided monthly statements of Simpson Thacher's fees and disbursements by filing and serving monthly statements in accordance with the Interim Compensation Order (as defined in the Application), except that completing reasonable and

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<sup>2</sup> The cost of expenses Simpson Thacher is seeking reflects any discounted rates based on volume or other discounts which Simpson Thacher anticipates receiving from certain outside vendors; however, Simpson Thacher does not perform a retrospective reconciliation of any "year-end" adjustments (positive or negative) to the actual discounted cost of such expenses.

necessary internal accounting and review procedures have at times precluded filing fee statements within the time periods specified in the Local Guidelines.

5. With respect to section B.3 of the Local Guidelines, I certify that: (a) the Debtors; (b) the members of the Committee; and (c) the Office of the United States Trustee for the Southern District of New York will be provided with a copy of the Application concurrently with the filing thereof and will have at least 14 days to review such Application prior to any objection deadline with respect thereto.

Dated: New York, New York  
March 21, 2017

By: /s/ Sandeep Qusba  
Sandeep Qusba

**Exhibit B**

**Project Categories/Task Code Summary**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Hours</b>	<b>Amount</b>
002724-0003	Avoidance Action Analysis	7.40	\$9,731.00
002724-0004	Budgeting (Case)	0.70	\$721.00
002724-0006	Case Administration	28.40	\$20,576.50
002724-0007	Claims Administration and Objections	49.80	\$57,177.50
002724-0009	Employee Benefits and Pensions	0.20	\$199.00
002724-0010	Employment and Fee Applications	87.70	\$73,885.50
002724-0011	Employment and Fee Application Objections	4.30	\$2,360.50
002724-0013	Litigation: Contested Matters and Adversary Proceedings	134.80	\$108,750.00
002724-0014	Meetings and Communications with Creditors	44.00	\$45,708.50
002724-0015	Non-Working Travel	1.35	\$1,390.50
002724-0016	Plan and Disclosure Statement	190.60	\$195,964.50
002724-0018	Relief from Stay and Adequate Protection	1.30	\$1,709.50
002724-0020	Tax	2.10	\$2,557.50
002724-0022	Intellectual Property Issues	12.40	\$9,117.50
002724-0023	Intercompany Issues	11.10	\$9,583.00
002724-0024	Asset Disposition	0.20	\$263.00
002724-0025	Non-STB Fee Applications	17.60	\$15,583.00
002724-0027	Executory Leases and Contracts	2.00	\$2,630.00

**Exhibit C**

**Timekeeper Summary**

<b>Name</b>	<b>Title</b>	<b>Practice Group (Year Admitted)</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
William T. Russell Jr	Partner	Litigation (1991)	\$1,315.00	113.40	\$149,121.00
Sandy Qusba	Partner	Corporate (1994)	\$1,315.00	73.70	\$96,915.50
Lori E. Lesser	Partner	Litigation (1994)	\$1,300.00	2.30	\$2,990.00
Jonathan Goldstein	Partner	Tax (2004)	\$1,195.00	1.70	\$2,031.50
Morris Massel	Counsel	Corporate (2000)	\$1,030.00	125.65	\$129,419.50
Nicholas Baker	Associate	Corporate (2008)	\$995.00	0.60	\$597.00
Jeffrey E. Baldwin	Associate	Litigation (2009)	\$995.00	63.40	\$63,083.00
Randy Moonan	Associate	Litigation (2014)	\$775.00	1.90	\$1,472.50
Jonathan R. Myers	Associate	Litigation (2016)	\$585.00	32.80	\$19,188.00
Julia E. Heald	Associate	Litigation (2016)	\$585.00	50.40	\$29,484.00
Veronica R. Jordan-Davis	Associate	Litigation (2016)	\$585.00	9.80	\$5,733.00
Jonathan E. Endean	Associate	Corporate (NA)	\$485.00	118.80	\$57,618.00
Allison Greenberg	Managing Clerk	Litigation (NA)	\$170.00	0.20	\$34.00
Casey Duncan	Managing Clerk	Litigation (NA)	\$170.00	0.30	\$51.00
Mariavictoria Padua	Law Clerk	Litigation (NA)	\$170.00	1.00	\$170.00

**Exhibit D**

**Simpson Thacher Billing Practices**

The blended hourly rate for all Simpson Thacher U.S. based timekeepers (including both attorneys and paraprofessionals) (the “**Non-Bankruptcy Blended Rate**”) during the 12-month period beginning January 1, 2016 through December 31, 2016 (the “**Comparable Period**”) was, in the aggregate, approximately \$841 per hour.

The blended hourly rate for all Simpson Thacher timekeepers (including both attorneys and paraprofessionals) who billed to the Committee during the Second Interim Compensation Period was approximately \$936 per hour.

A detailed comparison of these rates is as follows:

<b>Position at Simpson Thacher</b>	<b>Non-Bankruptcy Blended Rate</b>	<b>Blended Hourly Rate in Application</b>
Partner	\$1,293	\$1,314
Counsel	\$1,043	\$1,030
Associate	\$740	\$638
Paraprofessional	\$276	\$170
<b>All Timekeepers</b>	<b>\$841</b>	<b>\$936</b>



**Exhibit E**

**Simpson Thacher Budgets**

**Simpson Thacher Cumulative Budget for October 1, 2016, Through January 31, 2017**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Actual Hours</b>	<b>Actual Fees</b>
0002	Assumption and Rejection of Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0003	Avoidance Action Analysis	20.00	\$20,000.00	7.40	\$9,731.00
0004	Budgeting (Case)	0.00	\$0.00	0.70	\$721.00
0005	Business Operations	0.00	\$0.00	0.00	\$0.00
0006	Case Administration	75.00	\$75,000.00	28.40	\$20,576.50
0007	Claims Administration and Objections	75.00	\$75,000.00	49.80	\$57,177.50
0008	Corporate Governance and Board Matters	0.00	\$0.00	0.00	\$0.00
0009	Employee Benefits and Pensions	0.00	\$0.00	0.20	\$199.00
0010	Employment and Fee Applications	85.00	\$85,000.00	87.70	\$73,885.50
0011	Employment and Fee Application Objections	0.00	\$0.00	4.30	\$2,360.50
0012	Financing and Cash Collateral	0.00	\$0.00	0.00	\$0.00
0013	Litigation: Contested Matters and Adversary Proceedings	300.00	\$300,000.00	134.80	\$108,750.00
0014	Meetings and Communications with Creditors	75.00	\$75,000.00	44.00	\$45,708.50
0015	Non-Working Travel	0.00	\$0.00	1.35	\$1,390.50
0016	Plan and Disclosure Statement	275.00	\$275,000.00	190.60	\$195,964.50
0018	Relief from Stay and Adequate Protection	0.00	\$0.00	1.30	\$1,709.50
0020	Tax	10.00	\$10,000.00	2.10	\$2,557.50
0021	Valuation	0.00	\$0.00	0.00	\$0.00
0022	Intellectual Property Issues	20.00	\$20,000.00	12.40	\$9,117.50
0023	Intercompany Issues	30.00	\$30,000.00	11.10	\$9,583.00
0024	Asset Disposition	0.00	\$0.00	0.20	\$263.00
0025	Non-STB Fee Applications	45.00	\$45,000.00	17.60	\$15,583.00
0027	Executory Leases and Contracts	5.00	\$5,000.00	2.00	\$2,630.00
0028	Lien Investigation	0.00	\$0.00	0.00	\$0.00

**Exhibit E-1**

**Simpson Thacher Budget for October 1, 2016, Through October 31, 2016**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Actual Hours</b>	<b>Actual Fees</b>
0002	Assumption and Rejection of Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0003	Avoidance Action Analysis	10.00	\$10,000.00	7.40	\$9,731.00
0004	Budgeting (Case)	0.00	\$0.00	0.00	\$0.00
0005	Business Operations	0.00	\$0.00	0.00	\$0.00
0006	Case Administration	25.00	\$25,000.00	10.60	\$10,574.00
0007	Claims Administration and Objections	25.00	\$25,000.00	10.70	\$12,633.50
0008	Corporate Governance and Board Matters	0.00	\$0.00	0.00	\$0.00
0009	Employee Benefits and Pensions	0.00	\$0.00	0.00	\$0.00
0010	Employment and Fee Applications	10.00	\$10,000.00	7.60	\$7,691.00
0011	Employment and Fee Application Objections	0.00	\$0.00	0.00	\$0.00
0012	Financing and Cash Collateral	0.00	\$0.00	0.00	\$0.00
0013	Litigation: Contested Matters and Adversary Proceedings	125.00	\$125,000.00	125.40	\$100,844.00
0014	Meetings and Communications with Creditors	25.00	\$25,000.00	29.50	\$31,041.50
0015	Non-Working Travel	0.00	\$0.00	0.00	\$0.00
0016	Plan and Disclosure Statement	100.00	\$100,000.00	127.60	\$121,515.50
0018	Relief from Stay and Adequate Protection	0.00	\$0.00	0.00	\$0.00
0020	Tax	10.00	\$10,000.00	2.10	\$2,557.50
0021	Valuation	0.00	\$0.00	0.00	\$0.00
0022	Intellectual Property Issues	10.00	\$10,000.00	7.60	\$6,309.50
0023	Intercompany Issues	10.00	\$10,000.00	8.20	\$8,176.50
0024	Asset Disposition	0.00	\$0.00	0.20	\$263.00
0025	Non-STB Fee Applications	10.00	\$10,000.00	4.10	\$4,296.50
0027	Executory Leases and Contracts	5.00	\$5,000.00	1.70	\$2,235.50
0028	Lien Investigation	0.00	\$0.00	0.00	\$0.00

**Exhibit E-2**

**Simpson Thacher Budget for November 1, 2016, Through November 30, 2016**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Actual Hours</b>	<b>Actual Fees</b>
0002	Assumption and Rejection of Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0003	Avoidance Action Analysis	10.00	\$10,000.00	0.00	\$0.00
0004	Budgeting (Case)	0.00	\$0.00	0.70	\$721.00
0005	Business Operations	0.00	\$0.00	0.00	\$0.00
0006	Case Administration	25.00	\$25,000.00	12.70	\$6,668.50
0007	Claims Administration and Objections	25.00	\$25,000.00	30.00	\$33,126.50
0008	Corporate Governance and Board Matters	0.00	\$0.00	0.00	\$0.00
0009	Employee Benefits and Pensions	0.00	\$0.00	0.20	\$199.00
0010	Employment and Fee Applications	25.00	\$25,000.00	41.30	\$37,329.50
0011	Employment and Fee Application Objections	0.00	\$0.00	4.30	\$2,360.50
0012	Financing and Cash Collateral	0.00	\$0.00	0.00	\$0.00
0013	Litigation: Contested Matters and Adversary Proceedings	100.00	\$100,000.00	0.00	\$0.00
0014	Meetings and Communications with Creditors	25.00	\$25,000.00	10.30	\$10,595.50
0015	Non-Working Travel	0.00	\$0.00	0.35	\$360.50
0016	Plan and Disclosure Statement	100.00	\$100,000.00	32.60	\$39,791.50
0018	Relief from Stay and Adequate Protection	0.00	\$0.00	1.30	\$1,709.50
0020	Tax	0.00	\$0.00	0.00	\$0.00
0021	Valuation	0.00	\$0.00	0.00	\$0.00
0022	Intellectual Property Issues	10.00	\$10,000.00	4.80	\$2,808.00
0023	Intercompany Issues	10.00	\$10,000.00	2.90	\$1,406.50
0024	Asset Disposition	0.00	\$0.00	0.00	\$0.00
0025	Non-STB Fee Applications	10.00	\$10,000.00	3.60	\$4,515.00
0027	Executory Leases and Contracts	0.00	\$0.00	0.30	\$394.50
0028	Lien Investigation	0.00	\$0.00	0.00	\$0.00

**Exhibit E-3**

**Simpson Thacher Budget for December 1, 2016, Through December 31, 2016**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Actual Hours</b>	<b>Actual Fees</b>
0002	Assumption and Rejection of Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0003	Avoidance Action Analysis	0.00	\$0.00	0.00	\$0.00
0004	Budgeting (Case)	0.00	\$0.00	0.00	\$0.00
0005	Business Operations	0.00	\$0.00	0.00	\$0.00
0006	Case Administration	25.00	\$25,000.00	3.50	\$2,438.00
0007	Claims Administration and Objections	25.00	\$25,000.00	9.10	\$11,417.50
0008	Corporate Governance and Board Matters	0.00	\$0.00	0.00	\$0.00
0009	Employee Benefits and Pensions	0.00	\$0.00	0.00	\$0.00
0010	Employment and Fee Applications	50.00	\$50,000.00	33.60	\$25,655.50
0011	Employment and Fee Application Objections	0.00	\$0.00	0.00	\$0.00
0012	Financing and Cash Collateral	0.00	\$0.00	0.00	\$0.00
0013	Litigation: Contested Matters and Adversary Proceedings	75.00	\$75,000.00	9.40	\$7,906.00
0014	Meetings and Communications with Creditors	25.00	\$25,000.00	4.10	\$4,071.50
0015	Non-Working Travel	0.00	\$0.00	1.00	\$1,030.00
0016	Plan and Disclosure Statement	75.00	\$75,000.00	30.20	\$34,394.50
0018	Relief from Stay and Adequate Protection	0.00	\$0.00	0.00	\$0.00
0020	Tax	0.00	\$0.00	0.00	\$0.00
0021	Valuation	0.00	\$0.00	0.00	\$0.00
0022	Intellectual Property Issues	0.00	\$0.00	0.00	\$0.00
0023	Intercompany Issues	10.00	\$10,000.00	0.00	\$0.00
0024	Asset Disposition	0.00	\$0.00	0.00	\$0.00
0025	Non-STB Fee Applications	25.00	\$25,000.00	2.70	\$2,262.50
0027	Executory Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0028	Lien Investigation	0.00	\$0.00	0.00	\$0.00

**Exhibit E-4**

**Simpson Thacher Budget for January 1, 2017, Through January 31, 2017**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Actual Hours</b>	<b>Actual Fees</b>
0002	Assumption and Rejection of Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0003	Avoidance Action Analysis	0.00	\$0.00	0.00	\$0.00
0004	Budgeting (Case)	0.00	\$0.00	0.00	\$0.00
0005	Business Operations	0.00	\$0.00	0.00	\$0.00
0006	Case Administration	0.00	\$0.00	1.60	\$896.00
0007	Claims Administration and Objections	0.00	\$0.00	0.00	\$0.00
0008	Corporate Governance and Board Matters	0.00	\$0.00	0.00	\$0.00
0009	Employee Benefits and Pensions	0.00	\$0.00	0.00	\$0.00
0010	Employment and Fee Applications	0.00	\$0.00	5.20	\$3,209.50
0011	Employment and Fee Application Objections	0.00	\$0.00	0.00	\$0.00
0012	Financing and Cash Collateral	0.00	\$0.00	0.00	\$0.00
0013	Litigation: Contested Matters and Adversary Proceedings	0.00	\$0.00	0.00	\$0.00
0014	Meetings and Communications with Creditors	0.00	\$0.00	0.00	\$0.00
0015	Non-Working Travel	0.00	\$0.00	0.00	\$0.00
0016	Plan and Disclosure Statement	0.00	\$0.00	0.20	\$263.00
0018	Relief from Stay and Adequate Protection	0.00	\$0.00	0.00	\$0.00
0020	Tax	0.00	\$0.00	0.00	\$0.00
0021	Valuation	0.00	\$0.00	0.00	\$0.00
0022	Intellectual Property Issues	0.00	\$0.00	0.00	\$0.00
0023	Intercompany Issues	0.00	\$0.00	0.00	\$0.00
0024	Asset Disposition	0.00	\$0.00	0.00	\$0.00
0025	Non-STB Fee Applications	0.00	\$0.00	7.20	\$4,509.00
0027	Executory Leases and Contracts	0.00	\$0.00	0.00	\$0.00
0028	Lien Investigation	0.00	\$0.00	0.00	\$0.00

**Exhibit F**

**Simpson Thacher Staffing Plan**

**October 1, 2016 Through January 31, 2017**

**Staffing Plan October 1 through October 31, 2016**

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Period</b>	<b>Actual Number of Timekeepers to Work on the Matter During the Budgeted Period</b>	<b>Estimated Hourly Rate</b>
<b>Partners/Counsel</b>	4	5	\$1207
<b>Associates</b>	4	5	\$699
<b>Paralegals &amp; Staff</b>	1	0	\$0

**Staffing Plan November 1 through November 30, 2016**

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Period</b>	<b>Actual Number of Timekeepers to Work on the Matter During the Budgeted Period</b>	<b>Estimated Hourly Rate</b>
<b>Partners/Counsel</b>	4	3	\$1188
<b>Associates</b>	4	4	\$526
<b>Paralegals &amp; Staff</b>	1	3	\$170

**Staffing Plan December 1 through December 31, 2016**

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Period</b>	<b>Actual Number of Timekeepers to Work on the Matter During the Budgeted Period</b>	<b>Estimated Hourly Rate</b>
<b>Partners/Counsel</b>	4	3	\$1210
<b>Associates</b>	4	4	\$511
<b>Paralegals &amp; Staff</b>	1	0	\$0

**Staffing Plan January 1 through January 31, 2017**

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Period</b>	<b>Actual Number of Timekeepers to Work on the Matter During the Budgeted Period</b>	<b>Estimated Hourly Rate</b>
<b>Partners/Counsel</b>	2	2	\$1,178
<b>Associates</b>	1	2	\$495
<b>Paralegals &amp; Staff</b>	0	0	\$0

**Exhibit G**

**Disbursements Summary**

<b>Expense Category</b>	<b>Amount</b>
PACER	\$131.70
Printing	\$3,222.10
Online Research	\$36,475.25
Vendor Charge - Veritext Corp.	\$109.22
Transcript Charges	\$962.72
Filing Fees	\$246.06
Local Travel	\$5.50
OT - Meals	\$46.06
OT - Carfare	\$10.55
<b>Total</b>	<b>\$41,209.16</b>



**Exhibit G-1**

**Disbursements Detail**

<b>Date</b>	<b>Name</b>	<b>Quantity</b>	<b>Rate</b>	<b>Amount</b>	<b>Description</b>
6/19/2016	Morris Massel	1	\$0.70	\$0.70	PACER
6/19/2016	Morris Massel	1	\$0.20	\$0.20	PACER
6/19/2016	Morris Massel	1	\$0.60	\$0.60	PACER
6/19/2016	Morris Massel	1	\$0.50	\$0.50	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$1.00	\$1.00	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$0.50	\$0.50	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$0.80	\$0.80	PACER
6/19/2016	Morris Massel	1	\$0.30	\$0.30	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$0.20	\$0.20	PACER
6/19/2016	Morris Massel	1	\$0.10	\$0.10	PACER
6/19/2016	Morris Massel	1	\$0.10	\$0.10	PACER
6/19/2016	Morris Massel	1	\$0.10	\$0.10	PACER
6/19/2016	Morris Massel	1	\$0.30	\$0.30	PACER
6/19/2016	Morris Massel	1	\$2.10	\$2.10	PACER
6/19/2016	Morris Massel	1	\$0.20	\$0.20	PACER
6/19/2016	Morris Massel	1	\$3.00	\$3.00	PACER
6/19/2016	Morris Massel	1	\$0.40	\$0.40	PACER
6/25/2016	Shannon McGovern	1	\$85.42	\$85.42	Online Research - West Law
9/1/2016	Jeffrey E. Baldwin	1	\$0.10	\$0.10	PACER
9/1/2016	Jeffrey E. Baldwin	1	\$0.10	\$0.10	PACER
9/1/2016	Jeffrey E. Baldwin	1	\$3.00	\$3.00	PACER
9/7/2016	Jeffrey E. Baldwin	1	\$0.10	\$0.10	PACER
9/7/2016	Jeffrey E. Baldwin	1	\$0.10	\$0.10	PACER
9/7/2016	Jeffrey E. Baldwin	1	\$0.20	\$0.20	PACER
9/7/2016	Jeffrey E. Baldwin	1	\$1.10	\$1.10	PACER
9/7/2016	Jeffrey E. Baldwin	1	\$3.00	\$3.00	PACER
9/7/2016	Morris Massel	1	\$0.20	\$0.20	PACER

Date	Name	Quantity	Rate	Amount	Description
9/7/2016	Morris Massel	1	\$0.20	\$0.20	PACER
9/7/2016	Morris Massel	1	\$0.50	\$0.50	PACER
9/8/2016	Jonathan R. Myers	1	\$0.00	\$0.00	Online Research - West Law
9/8/2016	Jonathan R. Myers	1	\$218.03	\$218.03	Online Research - West Law
9/8/2016	Jonathan R. Myers	1	\$243.89	\$243.89	Online Research - West Law
9/9/2016	Jonathan R. Myers	1	\$436.05	\$436.05	Online Research - West Law
9/9/2016	Jonathan R. Myers	1	\$609.71	\$609.71	Online Research - West Law
9/12/2016	Jonathan R. Myers	1	\$145.36	\$145.36	Online Research - West Law
9/12/2016	Jonathan R. Myers	1	\$365.83	\$365.83	Online Research - West Law
9/13/2016	Jonathan R. Myers	1	\$0.00	\$0.00	Online Research - West Law
9/13/2016	Jonathan R. Myers	1	\$436.05	\$436.05	Online Research - West Law
9/13/2016	Jonathan R. Myers	1	\$1,341.37	\$1,341.37	Online Research - West Law
9/14/2016	Julia E. Heald	1	\$0.00	\$0.00	Online Research - West Law
9/14/2016	Nicholas Baker	1	\$109.22	\$109.22	Document Retrieval - :Vendor: Ct Corporation
9/16/2016	Jonathan R. Myers	1	\$72.68	\$72.68	Online Research - West Law
9/16/2016	Jonathan R. Myers	1	\$243.88	\$243.88	Online Research - West Law
9/18/2016	Jonathan R. Myers	1	\$0.00	\$0.00	Online Research - West Law
9/18/2016	Jonathan R. Myers	1	\$363.38	\$363.38	Online Research - West Law
9/18/2016	Jonathan R. Myers	1	\$1,707.19	\$1,707.19	Online Research - West Law
9/18/2016	Julia E. Heald	1	\$243.88	\$243.88	Online Research - West Law
9/19/2016	ID Library	1	\$0.10	\$0.10	PACER
9/19/2016	ID Library	1	\$0.10	\$0.10	PACER
9/19/2016	ID Library	1	\$0.20	\$0.20	PACER
9/19/2016	ID Library	1	\$1.30	\$1.30	PACER
9/19/2016	Morris Massel	1	\$13.64	\$13.64	Online Research - Bloomberg Law
9/20/2016	Jonathan R. Myers	1	\$145.36	\$145.36	Online Research - West Law
9/20/2016	Jonathan R. Myers	1	\$609.71	\$609.71	Online Research - West Law
9/21/2016	Brian Roe	1	\$0.10	\$0.10	PACER
9/21/2016	Brian Roe	1	\$0.20	\$0.20	PACER
9/21/2016	Brian Roe	1	\$1.00	\$1.00	PACER
9/21/2016	Brian Roe	1	\$2.10	\$2.10	PACER
9/21/2016	Jeffrey E. Baldwin	1	\$0.10	\$0.10	PACER
9/21/2016	Jeffrey E. Baldwin	1	\$0.40	\$0.40	PACER
9/21/2016	Jeffrey E. Baldwin	1	\$3.00	\$3.00	PACER
9/21/2016	Jonathan R. Myers	1	\$0.00	\$0.00	Online Research - West Law
9/21/2016	Jonathan R. Myers	1	\$1,889.52	\$1,889.52	Online Research - West Law
9/21/2016	Jonathan R. Myers	1	\$3,902.15	\$3,902.15	Online Research - West Law
9/21/2016	Lloyd Colona	1	\$13.64	\$13.64	Online Research - Bloomberg Law

Date	Name	Quantity	Rate	Amount	Description
9/21/2016	Lloyd Colona	1	\$13.64	\$13.64	Online Research - Bloomberg Law
9/22/2016	Jonathan R. Myers	1	\$715.66	\$715.66	Online Research - West Law
9/22/2016	Jonathan R. Myers	1	\$3,048.56	\$3,048.56	Online Research - West Law
9/22/2016	Julia E. Heald	1	\$0.00	\$0.00	Online Research - West Law
9/22/2016	Julia E. Heald	1	\$0.10	\$0.10	PACER
9/22/2016	Julia E. Heald	1	\$0.60	\$0.60	PACER
9/22/2016	Julia E. Heald	1	\$0.70	\$0.70	PACER
9/22/2016	Julia E. Heald	1	\$0.80	\$0.80	PACER
9/22/2016	Julia E. Heald	1	\$72.68	\$72.68	Online Research - West Law
9/22/2016	Julia E. Heald	1	\$243.88	\$243.88	Online Research - West Law
9/27/2016	Julia E. Heald	1	\$0.00	\$0.00	Online Research - West Law
9/27/2016	Julia E. Heald	1	\$27.10	\$27.10	Online Research - West Law
9/27/2016	Julia E. Heald	1	\$165.74	\$165.74	Transcripts
9/27/2016	Julia E. Heald	1	\$341.19	\$341.19	Online Research - West Law
9/27/2016	Julia E. Heald	1	\$609.71	\$609.71	Online Research - West Law
9/28/2016	Julia E. Heald	1	\$0.00	\$0.00	Online Research - West Law
9/28/2016	Julia E. Heald	1	\$121.94	\$121.94	Online Research - West Law
9/28/2016	Julia E. Heald	1	\$726.74	\$726.74	Online Research - West Law
9/29/2016	Jeffrey E. Baldwin	1	\$0.10	\$0.10	PACER
9/29/2016	Jeffrey E. Baldwin	1	\$0.40	\$0.40	PACER
9/29/2016	Jeffrey E. Baldwin	1	\$0.50	\$0.50	PACER
9/29/2016	Jeffrey E. Baldwin	1	\$0.50	\$0.50	PACER
9/29/2016	Jeffrey E. Baldwin	1	\$1.20	\$1.20	PACER
9/29/2016	Jeffrey E. Baldwin	1	\$3.00	\$3.00	PACER
9/29/2016	Morris Massel	1	\$13.64	\$13.64	Online Research - Bloomberg Law
9/30/2016	Nicholas Baker	1	\$246.06	\$246.06	Filing Fees - :Vendor: Ct Corporation System
10/4/2016	Julia E. Heald	1	\$75.52	\$75.52	Transcripts
10/6/2016	Morris Massel	1	\$0.10	\$0.10	PACER
10/6/2016	Morris Massel	1	\$1.80	\$1.80	PACER
10/6/2016	Morris Massel	1	\$15.30	\$15.30	PACER
10/7/2016	Penny Frank	1	\$12.57	\$12.57	Online Research - Bloomberg Law
10/7/2016	Penny Frank	1	\$12.57	\$12.57	Online Research - Bloomberg Law
10/7/2016	Penny Frank	1	\$12.57	\$12.57	Online Research - Bloomberg Law
10/7/2016	Penny Frank	1	\$12.57	\$12.57	Online Research - Bloomberg Law
10/7/2016	Penny Frank	1	\$12.57	\$12.57	Online Research - Bloomberg Law

Date	Name	Quantity	Rate	Amount	Description
10/7/2016	Penny Frank	1	\$12.57	\$12.57	Online Research - Bloomberg Law
10/11/2016	Julia E. Heald	1	\$3.00	\$3.00	Pacer
10/11/2016	Julia E. Heald	1	\$3.00	\$3.00	Pacer
10/12/2016	Pamela Campbell	1	\$5.50	\$5.50	Limo/Taxi/Train/Subway - :Vendor: Petty Cash
10/13/2016	Jonathan R. Myers	1	\$182.42	\$182.42	Online Research - West Law
10/13/2016	Jonathan R. Myers	1	\$408.08	\$408.08	Online Research - West Law
10/14/2016	Jonathan R. Myers	1	\$364.81	\$364.81	Online Research - West Law
10/14/2016	Jonathan R. Myers	1	\$408.09	\$408.09	Online Research - West Law
10/17/2016	Jonathan R. Myers	1	\$182.41	\$182.41	Online Research - West Law
10/17/2016	Jonathan R. Myers	1	\$306.07	\$306.07	Online Research - West Law
10/17/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/17/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/17/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/17/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/17/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/17/2016	Julia E. Heald	1	\$1.10	\$1.10	PACER
10/17/2016	Julia E. Heald	1	\$2.50	\$2.50	PACER
10/17/2016	Julia E. Heald	1	\$2.90	\$2.90	PACER
10/17/2016	Julia E. Heald	1	\$3.00	\$3.00	PACER
10/18/2016	Jonathan R. Myers	1	\$608.02	\$608.02	Online Research - West Law
10/18/2016	Jonathan R. Myers	1	\$1,530.35	\$1,530.35	Online Research - West Law
10/18/2016	Julia E. Heald	1	\$1.40	\$1.40	PACER
10/19/2016	Jonathan R. Myers	1	\$364.83	\$364.83	Online Research - West Law
10/19/2016	Jonathan R. Myers	1	\$1,326.30	\$1,326.30	Online Research - West Law
10/20/2016	Jonathan E. Endean	1	\$0.50	\$0.50	PACER
10/20/2016	Jonathan E. Endean	1	\$2.30	\$2.30	PACER
10/20/2016	Jonathan E. Endean	1	\$2.80	\$2.80	PACER
10/20/2016	Jonathan E. Endean	1	\$3.00	\$3.00	PACER
10/20/2016	Jonathan E. Endean	1	\$3.00	\$3.00	PACER
10/20/2016	Jonathan E. Endean	1	\$3.00	\$3.00	PACER
10/20/2016	Jonathan E. Endean	1	\$102.03	\$102.03	Online Research - West Law
10/20/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/20/2016	Julia E. Heald	1	\$0.40	\$0.40	PACER
10/20/2016	Julia E. Heald	1	\$0.50	\$0.50	PACER
10/20/2016	Julia E. Heald	1	\$0.60	\$0.60	PACER
10/20/2016	Julia E. Heald	1	\$0.80	\$0.80	PACER
10/20/2016	Julia E. Heald	1	\$3.00	\$3.00	PACER
10/20/2016	Julia E. Heald	1	\$204.05	\$204.05	Online Research - West Law
10/20/2016	Julia E. Heald	1	\$346.25	\$346.25	Online Research - West Law

Date	Name	Quantity	Rate	Amount	Description
10/20/2016	Morris Massel	1	\$12.57	\$12.57	Online Research - Bloomberg Law
10/21/2016	Jonathan R. Myers	1	\$1,239.76	\$1,239.76	Online Research - West Law
10/21/2016	Jonathan R. Myers	1	\$3,570.79	\$3,570.79	Online Research - West Law
10/24/2016	Jeffrey E. Baldwin	1	\$102.03	\$102.03	Online Research - West Law
10/24/2016	Jeffrey E. Baldwin	1	\$121.60	\$121.60	Online Research - West Law
10/24/2016	Jonathan R. Myers	1	\$304.02	\$304.02	Online Research - West Law
10/24/2016	Jonathan R. Myers	1	\$2,856.64	\$2,856.64	Online Research - West Law
10/24/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/24/2016	Julia E. Heald	1	\$0.20	\$0.20	PACER
10/24/2016	Julia E. Heald	1	\$0.60	\$0.60	PACER
10/24/2016	Julia E. Heald	1	\$1.10	\$1.10	PACER
10/24/2016	Julia E. Heald	1	\$1.10	\$1.10	PACER
10/24/2016	Julia E. Heald	1	\$1.10	\$1.10	PACER
10/24/2016	Julia E. Heald	1	\$3.00	\$3.00	PACER
10/24/2016	Veronica R. Jordan-Davis	1	\$561.64	\$561.64	Online Research - West Law
10/24/2016	Veronica R. Jordan-Davis	1	\$714.16	\$714.16	Online Research - West Law
10/25/2016	Jonathan E. Endean	1	\$16.70	\$16.70	Meals - Overtime
10/25/2016	Jonathan E. Endean	1	\$182.41	\$182.41	Online Research - West Law
10/25/2016	Jonathan E. Endean	1	\$204.06	\$204.06	Online Research - West Law
10/25/2016	Veronica R. Jordan-Davis	1	\$102.03	\$102.03	Online Research - West Law
10/26/2016	Jonathan E. Endean	1	\$60.80	\$60.80	Online Research - West Law
10/26/2016	Jonathan E. Endean	1	\$204.05	\$204.05	Online Research - West Law
10/26/2016	Veronica R. Jordan-Davis	1	\$10.55	\$10.55	OT - Carfare
10/26/2016	Veronica R. Jordan-Davis	1	\$60.80	\$60.80	Online Research - West Law
10/26/2016	Veronica R. Jordan-Davis	1	\$714.16	\$714.16	Online Research - West Law
10/27/2016	Veronica R. Jordan-Davis	1	\$29.36	\$29.36	Meals - Overtime
11/7/2016	Morris Massel	1	\$3.00	\$3.00	PACER
11/7/2016	Morris Massel	1	\$3.00	\$3.00	PACER
11/9/2016	Freddy Martinez	1	\$0.10	\$0.10	Copies
11/9/2016	Freddy Martinez	1	\$0.10	\$0.10	Copies
11/9/2016	Freddy Martinez	139	\$0.10	\$13.90	Copies
11/16/2016	Julia E. Heald	1	\$81.60	\$81.60	Transcripts
11/16/2016	Morris Massel	1	\$9.25	\$9.25	Online Research - Bloomberg Law
11/16/2016	Morris Massel	1	\$9.25	\$9.25	Online Research - Bloomberg Law

Date	Name	Quantity	Rate	Amount	Description
11/29/2016	Jarvis Coston	1	\$0.10	\$0.10	Copies
11/29/2016	Jarvis Coston	23	\$0.10	\$2.30	Copies
11/29/2016	Jarvis Coston	842	\$0.25	\$210.50	Color Copies
11/30/2016	Aaron Tong	4	\$1.75	\$7.00	Printing
11/30/2016	Aaron Tong	32	\$0.25	\$8.00	Printing
11/30/2016	Aaron Tong	3468	\$0.25	\$867.00	Printing
11/30/2016	Aaron Tong	3468	\$0.25	\$867.00	Printing
11/30/2016	Aaron Tong	3468	\$0.25	\$867.00	Printing
11/30/2016	Rubien Dobson	6	\$0.50	\$3.00	Printing
11/30/2016	Rubien Dobson	2	\$1.75	\$3.50	Printing
11/30/2016	Rubien Dobson	48	\$0.10	\$4.80	Printing
11/30/2016	Rubien Dobson	48	\$0.25	\$12.00	Printing
12/5/2016	Morris Massel	1	\$3.00	\$3.00	Online Research - Bloomberg Law
12/5/2016	Morris Massel	1	\$11.62	\$11.62	Online Research - Bloomberg Law
12/15/2016	Rubien Dobson	3	\$1.75	\$5.25	Printing
12/15/2016	Rubien Dobson	12	\$0.50	\$6.00	Printing
12/15/2016	Rubien Dobson	69	\$0.25	\$17.25	Printing
12/15/2016	Rubien Dobson	3273	\$0.10	\$327.30	Printing
12/20/2016	Julia E. Heald	1	\$287.90	\$287.90	Transcripts
1/3/2017	Julia E. Heald	1	\$293.20	\$293.20	Transcripts
1/17/2017	Julia E. Heald	1	\$58.76	\$58.76	Transcripts

**Exhibit H**

**Time Records for the Second Interim Compensation Period**

**Timekeeper Category: 002724-0003 - Avoidance Action Analysis**

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10/10/2016	Russell Jr, William T.	Emails committee, STB team re potential avoidance actions (.4)	0.40	\$526.00
10/14/2016	Russell Jr, William T.	Review and revise demand letter and emails STB team re same (.5)	0.50	\$657.50
10/17/2016	Russell Jr, William T.	Revise demand letter to debtors and t/cs, emails Committee, STB team re same (.4)	0.40	\$526.00
10/17/2016	Qusba, Sandy	TC w/ B. Russell re demand letter (.2); tc w/ Committee re same (.6); review revised draft of demand letter (.2).	1.00	\$1,315.00
10/19/2016	Russell Jr, William T.	Emails Deloitte re potential avoidance actions and related info request to debtors (.5)	0.50	\$657.50
10/21/2016	Russell Jr, William T.	Review debtor response to STN demand and emails STB team re same (.6)	0.60	\$789.00
10/21/2016	Qusba, Sandy	Review Debtors' response to Demand Letter (.3); meeting w/ M. Massel, J. Baldwin and J. Heald re same (.3).	0.60	\$789.00
10/25/2016	Russell Jr, William T.	Review and revise motion for standing (1.7)	1.70	\$2,235.50
10/25/2016	Qusba, Sandy	Review and comment on draft papers re standing (1.7).	1.70	\$2,235.50
<b>Totals:</b>			<b>7.40</b>	<b>\$9,731.00</b>

**Timekeeper Category: 002724-0004 - Budgeting (Case)**

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11/29/2016	Massel, Morris	Preparing budget.	0.70	\$721.00
<b>Totals:</b>			<b>0.70</b>	<b>\$721.00</b>

**Timekeeper Category: 002724-0006 - Case Administration**

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10/1/2016	Russell Jr, William T.	Review debtors' contracts and e-mails Qusba re same (.4).	0.40	\$526.00

Date	Name	Description	Hours	Amount
10/2/2016	Russell Jr, William T.	Review draft contract re website support for debtors and e-mails Qusba re same (.3).	0.30	\$394.50
10/3/2016	Heald, Julia E.	Review docket and update case calendar (.2); prep. filings for service (.2)	0.40	\$234.00
10/4/2016	Russell Jr, William T.	Emails debtors, STB team, committee re pending motions and related issues (.7)	0.70	\$920.50
10/4/2016	Heald, Julia E.	Coordinate committee call time change	0.30	\$175.50
10/5/2016	Russell Jr, William T.	Prep for 10/6 hearing (.7)	0.70	\$920.50
10/6/2016	Russell Jr, William T.	Hearing and status conference and emails, confs, t/cs, debtors, Deloitte, committee, STB team re same (3.0)	3.00	\$3,945.00
10/6/2016	Heald, Julia E.	Review docket and update case calendar; prep. agenda for 10/7 call	0.40	\$234.00
10/11/2016	Russell Jr, William T.	Review Rule 2004 motion and emails STB team re same (.6)	0.60	\$789.00
10/11/2016	Heald, Julia E.	Review docket and update case calendar	0.50	\$292.50
10/12/2016	Baker, Nicholas	EM w/ Deloitte and Ropes & Gray re NDA for Deloitte Hungary	0.20	\$199.00
10/12/2016	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
10/13/2016	Baker, Nicholas	further EM to Deloitte re NDA issues	0.10	\$99.50
10/13/2016	Heald, Julia E.	Review case calendar and update docket, draft agenda for 10/14 committee call	0.40	\$234.00
10/14/2016	Heald, Julia E.	Compile Deloitte Hungary NDA	0.30	\$175.50
10/17/2016	Heald, Julia E.	Compile and distribute Deloitte Hungary NDA	0.10	\$58.50
10/19/2016	Massel, Morris	Oc w/ S. Qusba re: status.	0.20	\$206.00
10/20/2016	Heald, Julia E.	Review docket and update case calendar, draft agenda for 10/21 committee call	0.50	\$292.50
10/24/2016	Heald, Julia E.	Review docket and update case calendar	0.50	\$292.50
10/27/2016	Heald, Julia E.	Review docket; draft agenda for 10/28 Committee call	0.30	\$175.50
10/28/2016	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
10/31/2016	Heald, Julia E.	Update case calendar	0.30	\$175.50
11/1/2016	Heald, Julia E.	Review docket and update case calendar	0.40	\$234.00



Date	Name	Description	Hours	Amount
11/3/2016	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
11/8/2016	Heald, Julia E.	Review docket and update case calendar	0.30	\$175.50
11/9/2016	Massel, Morris	Attn to case management detail & calendar.	0.20	\$206.00
11/10/2016	Heald, Julia E.	Review docket, update case calendar	0.30	\$175.50
11/14/2016	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
11/15/2016	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
11/17/2016	Heald, Julia E.	Review docket and update case calendar	0.40	\$234.00
11/18/2016	Heald, Julia E.	Review docket and update case calendar	0.10	\$58.50
11/18/2016	Endean, Jonathan E.	Rev. proofs of claims and claims objections	2.00	\$970.00
11/21/2016	Heald, Julia E.	Review docket and update case calendar	0.40	\$234.00
11/22/2016	Heald, Julia E.	Update case calendar	0.30	\$175.50
11/22/2016	Endean, Jonathan E.	T/cs w/ J. Myers & J. Heald re: hearing date	0.10	\$48.50
11/28/2016	Heald, Julia E.	Update case calendar, coordinate call schedule	0.40	\$234.00
11/28/2016	Endean, Jonathan E.	Prepared binder of documents for 12/1 hearing	2.80	\$1,358.00
11/29/2016	Endean, Jonathan E.	Prepared binder of documents for 12/1 hearing	3.10	\$1,503.50
11/30/2016	Heald, Julia E.	Review docket and update case calendar, coordinate committee call	0.80	\$468.00
11/30/2016	Endean, Jonathan E.	Rev. filings and prep. binders for 12/1 hrg	0.50	\$242.50
12/1/2016	Heald, Julia E.	Draft agenda for committee call; voting instructions/reminder	0.60	\$351.00
12/6/2016	Heald, Julia E.	Review docket and update case calendar	0.30	\$175.50
12/7/2016	Massel, Morris	Attn to case mngmt.	0.50	\$515.00
12/7/2016	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
12/7/2016	Endean, Jonathan E.	T/c re: confirmation hearing w/ M. Massel	0.10	\$48.50
12/8/2016	Massel, Morris	Attn to case mngmt.	0.40	\$412.00
12/9/2016	Heald, Julia E.	Update case calendar	0.10	\$58.50
12/19/2016	Heald, Julia E.	Review docket and update case calendar	0.30	\$175.50

Date	Name	Description	Hours	Amount
12/20/2016	Heald, Julia E.	Review docket and update case calendar	0.30	\$175.50
12/28/2016	Myers, Jonathan R.	updated case calendar	0.70	\$409.50
1/3/2017	Heald, Julia E.	Review docket and update case calendar	0.40	\$234.00
1/6/2017	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
1/10/2017	Endean, Jonathan E.	Corres. w/ Debtors re: Effective Date	0.10	\$48.50
1/12/2017	Endean, Jonathan E.	Updated Deloitte on Effective Date	0.10	\$48.50
1/17/2017	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
1/18/2017	Heald, Julia E.	Review docket and update case calendar	0.20	\$117.00
1/23/2017	Heald, Julia E.	Review docket and update case calendar	0.10	\$58.50
1/24/2017	Endean, Jonathan E.	Rev. docket and corr. w/ Deloitte.	0.20	\$97.00
1/24/2017	Heald, Julia E.	Review docket, update case calendar	0.10	\$58.50
<b>Totals:</b>			<b>28.40</b>	<b>\$20,576.50</b>

**Timekeeper Category: 002724-0007 - Claims Administration and Objections**

Date	Name	Description	Hours	Amount
10/4/2016	Baker, Nicholas	EM to W. Russell re purchase price adjustment admin claims by Uni	0.20	\$199.00
10/5/2016	Massel, Morris	Reviewing claims register.	1.00	\$1,030.00
10/7/2016	Heald, Julia E.	Rsch. re status of various proofs of claims	0.80	\$468.00
10/8/2016	Heald, Julia E.	Rsch. re status of various proofs of claim	0.30	\$175.50
10/20/2016	Russell Jr, William T.	Chambers conference re sealing motions and confs debtor, creditors re same (.7)	0.70	\$920.50
10/22/2016	Qusba, Sandy	Review objection to S. Ayyadurai's claims (.7).	0.70	\$920.50
10/23/2016	Russell Jr, William T.	Review draft stip re Denton dischargeability (.3)	0.30	\$394.50
10/23/2016	Russell Jr, William T.	Review claims objection (.4)	0.40	\$526.00
10/23/2016	Qusba, Sandy	Review and comment on draft Stipulation between Debtors and Debtor (.4); correspondence with J. Endean and M. Massel re same (.2).	0.60	\$789.00
10/24/2016	Russell Jr, William T.	Review sealed proof of claim (.2)	0.20	\$263.00
10/24/2016	Russell Jr, William T.	Review nondischargeability	0.40	\$526.00

Date	Name	Description	Hours	Amount
		complaint (.4)		
10/24/2016	Russell Jr, William T.	Review proposed order and draft confi agreement re sealed proof of claim and emails Ropes, STB team re same (.7)	0.70	\$920.50
10/25/2016	Russell Jr, William T.	Emails STB team re proof of claim issues (.7)	0.70	\$920.50
10/30/2016	Russell Jr, William T.	Review draft claims objections and emails debtors, STB team re same.	0.60	\$789.00
10/30/2016	Qusba, Sandy	Begin review of draft objections (1.4).	1.40	\$1,841.00
10/31/2016	Russell Jr, William T.	Review draft claims objections.	0.70	\$920.50
10/31/2016	Massel, Morris	Reviewing claims objections.	1.00	\$1,030.00
11/1/2016	Russell Jr, William T.	Review claims objections (.5)	0.50	\$657.50
11/4/2016	Qusba, Sandy	Review various claims objections filed by Debtors; case law research and develop chart regarding same.	3.60	\$4,734.00
11/9/2016	Russell Jr, William T.	Emails STB team re claims objection issues.	0.30	\$394.50
11/9/2016	Russell Jr, William T.	Telephone call with debtor, creditor re claims settlements.	0.40	\$526.00
11/14/2016	Russell Jr, William T.	Review responses to claims objections (.7)	0.70	\$920.50
11/16/2016	Russell Jr, William T.	Review proof of claim objection responses (.8)	0.80	\$1,052.00
11/16/2016	Massel, Morris	Reviewing & analyzing claims motions & preparing relevant summary & comments.	0.70	\$721.00
11/16/2016	Massel, Morris	Preparing summary/corresp. re: estimation issues & related research.	0.80	\$824.00
11/16/2016	Massel, Morris	Internal mtg. re: claims issues (.5); Research re: committee claims issues (.7).	1.30	\$1,339.00
11/16/2016	Endean, Jonathan E.	Rev. dkt. for claims and claim objections	0.90	\$436.50
11/17/2016	Massel, Morris	Reviewing claims process (.5); Tcs w/ B. Russell & G. Galardi re: same (.5); Reviewing objections & related internal tcs (1.2).	2.20	\$2,266.00
11/17/2016	Qusba, Sandy	Review late responses to claims objections; review case law regarding same; meeting with M. Massel regarding same; review M. Massel's issues with estimation procedures.	3.60	\$4,734.00

Date	Name	Description	Hours	Amount
11/18/2016	Endean, Jonathan E.	Reviewed Dkt. 461 re: J. Bernstein's order re: application to shorten	0.20	\$97.00
11/21/2016	Russell Jr, William T.	Review correspondence re proof of claim issues.	0.30	\$394.50
11/21/2016	Endean, Jonathan E.	Rev. proofs of claims and objections	2.60	\$1,261.00
11/22/2016	Russell Jr, William T.	Review correspondence w/ claimants (.4)	0.40	\$526.00
11/22/2016	Russell Jr, William T.	Review revised estimation procedures order and emails STB team re same (.4)	0.40	\$526.00
11/22/2016	Russell Jr, William T.	Revise chart of claims objections for committee and emails STB team re same (.8)	0.80	\$1,052.00
11/22/2016	Massel, Morris	Reviewing and revising claims estimation order and related corresp.	0.40	\$412.00
11/22/2016	Endean, Jonathan E.	Summarized claims objections and sent to cmtty.	1.00	\$485.00
11/28/2016	Massel, Morris	Corresp. re: claims & prep for hearing on claims.	0.20	\$206.00
11/29/2016	Russell Jr, William T.	Review and revise draft settlement agreement w/ claimant and emails STB team, debtors re same (.7); review debtors lift stay opposition and Claims objection papers (1.3).	2.00	\$2,630.00
11/29/2016	Massel, Morris	Reviewing settlements.	0.20	\$206.00
11/30/2016	Russell Jr, William T.	Review agenda and prep for 12/1 hearing (.4)	0.40	\$526.00
11/30/2016	Russell Jr, William T.	Review settlement approval motion and emails STB team re same (.8)	0.80	\$1,052.00
11/30/2016	Russell Jr, William T.	Review claims objections replies and objection (.9)	0.90	\$1,183.50
11/30/2016	Russell Jr, William T.	T/c debtors re claims issues; conf Qusba, Massel re same (.9)	0.90	\$1,183.50
11/30/2016	Massel, Morris	Reviewing claims objections, summary & related issues (1.5); Call w/ Ropes re: claims (1.2).	2.70	\$2,781.00
11/30/2016	Qusba, Sandy	Review pleadings for 12/1 claims objection hearing regarding Huan, Williams, Johnson and XP; t/c with R. Martin, B. Russell and M. Massel regarding same.	4.80	\$6,312.00
12/1/2016	Russell Jr, William T.	Hearing, confs re same and prep for same (3.0)	3.00	\$3,945.00
12/1/2016	Massel, Morris	Oc w/ S. Qusba re: claims.	0.30	\$309.00

Date	Name	Description	Hours	Amount
12/9/2016	Massel, Morris	Call with Ropes.	0.30	\$309.00
12/20/2016	Moonan, Randy	Review XP Vehicles objections.	0.70	\$542.50
<b>Totals:</b>			<b>49.80</b>	<b>\$57,177.50</b>

**Timekeeper Category: 002724-0009 - Employee Benefits and Pensions**

Date	Name	Description	Hours	Amount
11/15/2016	Baldwin, Jeffrey E.	Emails w/ W. Russell re: collective bargaining agreement and employment agreements.	0.20	\$199.00
<b>Totals:</b>			<b>0.20</b>	<b>\$199.00</b>

**Timekeeper Category: 002724-0010 - Employment and Fee Applications**

Date	Name	Description	Hours	Amount
10/5/2016	Baker, Nicholas	EM to W. Russell re Opportune Application	0.10	\$99.50
10/6/2016	Massel, Morris	Reviewing Deloitte issues & revising order/letter.	1.10	\$1,133.00
10/10/2016	Massel, Morris	Revising order & related corresp.	0.40	\$412.00
10/10/2016	Massel, Morris	Reviewing time entries for fee statement (1.7); Corresp. w/ proofs re: fee stmts (.2).	1.70	\$1,751.00
10/11/2016	Massel, Morris	Preparing fee stmt & revising fee app. draft (1.6); Corresp. re: Deloitte order (.1).	1.70	\$1,751.00
10/13/2016	Massel, Morris	Preparing fee statement.	0.70	\$721.00
10/14/2016	Massel, Morris	Reviewing Deloitte order & related calls w/ Deloitte counsel (.5).	0.50	\$515.00
10/17/2016	Myers, Jonathan R.	Reviewed and filed STB fee statement.	0.30	\$175.50
10/19/2016	Massel, Morris	Drafting fee application.	0.50	\$515.00
10/21/2016	Massel, Morris	Tc w/ G. Zipes re: fee stmts (.2); Internal follow-up re: same (.4).	0.60	\$618.00
11/3/2016	Massel, Morris	Corresp. re: Deloitte.	0.20	\$206.00
11/4/2016	Massel, Morris	Reviewing October time records and related corresp. (1.3); corresp. re: Deloitte (.1).	1.40	\$1,442.00
11/7/2016	Massel, Morris	Preparing fee app & fee stmt.	2.70	\$2,781.00
11/8/2016	Massel, Morris	Drafting fee app (2.4); Drafting fee statement (.5).	2.90	\$2,987.00
11/9/2016	Massel, Morris	Corresp. w/ client re: Oct. Fee Stmt.	0.20	\$206.00
11/9/2016	Massel, Morris	Drafting fee application.	4.30	\$4,429.00

Date	Name	Description	Hours	Amount
11/9/2016	Padua, Mariavictoria	Filed Fourth Monthly Statement of STB for Professional Services Rendered and Disbursements Incurred as Counsel at U.S. Bankruptcy Court for the Southern District of New York In Re: Gawker Media LLC.	1.00	\$170.00
11/9/2016	Endean, Jonathan E.	Reviewed and filed fourth monthly fee statement	0.40	\$194.00
11/9/2016	Endean, Jonathan E.	Reviewed and filed supplemental order authorizing retention of Deloitte	0.50	\$242.50
11/10/2016	Russell Jr, William T.	Review and revise STB fee applications and emails STB team re same.	1.60	\$2,104.00
11/10/2016	Massel, Morris	Preparing & revising fee app & exhibits.	3.00	\$3,090.00
11/10/2016	Qusba, Sandy	Review and comment on STB's first interim fee application.	2.50	\$3,287.50
11/10/2016	Endean, Jonathan E.	T/c to chambers re: supplemental order for Deloitte	0.10	\$48.50
11/10/2016	Endean, Jonathan E.	Reviewed and filed 1st Monthly fee statement for Mourant Ozannes	0.40	\$194.00
11/10/2016	Endean, Jonathan E.	Reviewed STB First Interim Fee Application	1.30	\$630.50
11/10/2016	Duncan, Casey	Filed First Monthly Statement of Movrant Ozannes. IN RE: Gawker Media LLC, et. al. Debtors.	0.30	\$51.00
11/11/2016	Russell Jr, William T.	Review and revise fee app and emails STB team re same (1.2)	1.20	\$1,578.00
11/11/2016	Massel, Morris	Revising fee appt.	2.60	\$2,678.00
11/11/2016	Endean, Jonathan E.	Reviewed Dentons fee application in preparation for their filing	0.40	\$194.00
11/11/2016	Endean, Jonathan E.	Reviewed STB's first interim fee application in preparation for filing	2.60	\$1,261.00
11/13/2016	Endean, Jonathan E.	Revised draft of first interim fee application for STB	0.40	\$194.00
11/14/2016	Russell Jr, William T.	Review revised fee application and emails STB team re same (.6)	0.60	\$789.00
11/14/2016	Massel, Morris	Oc w/ J. Endean re: fee app & reviewing revisors.	0.80	\$824.00
11/14/2016	Endean, Jonathan E.	Prep. 1st interim fee application	2.20	\$1,067.00
11/14/2016	Endean, Jonathan E.	Prepared, filed, and served fee application for Dentons	0.20	\$97.00
11/14/2016	Endean, Jonathan E.	Rev. of STB 1st interim fee statement w/ M. Massel	0.60	\$291.00

Date	Name	Description	Hours	Amount
11/14/2016	Greenberg, Allison	Filed First Monthly Fee Statement In Re: Gawker Fee Statement Filing (Récicza Dentons)	0.20	\$34.00
11/15/2016	Massel, Morris	Revising fee app.	0.60	\$618.00
11/15/2016	Endean, Jonathan E.	T/c w/ M. Massel re: employment & fee apps and associated follow up review of application.	0.20	\$97.00
11/16/2016	Massel, Morris	Tc w/ R. Martin re: plan, claims & related issues.	0.40	\$412.00
11/18/2016	Endean, Jonathan E.	STB Fee app (1.0); filed and reviewed Deloitte fee app (0.5)	1.50	\$727.50
11/21/2016	Massel, Morris	Corresp. re hearing date.	0.20	\$206.00
11/28/2016	Russell Jr, William T.	T/cs, emails STB team re fee app issues (.6)	0.60	\$789.00
11/28/2016	Massel, Morris	Preparing revisions for fee app.	2.50	\$2,575.00
11/29/2016	Massel, Morris	Revising fee app supp docs.	0.30	\$309.00
11/30/2016	Russell Jr, William T.	Emails UST, debtors and emails, t/cs STB team re fee app issues (.4)	0.40	\$526.00
12/1/2016	Massel, Morris	Corresp. re: & reviewing plan issues.	0.50	\$515.00
12/2/2016	Massel, Morris	Revising time entries & preparing fee statements.	1.50	\$1,545.00
12/5/2016	Russell Jr, William T.	Review fee app papers and t/cs, emails STB team re same (.8)	0.80	\$1,052.00
12/5/2016	Massel, Morris	Preparing fee stmt. (1.0); Tc w/ G. Zipes re: fee issues (.2); Research re: fee app. (1.0).	1.80	\$1,854.00
12/5/2016	Endean, Jonathan E.	Reviewed and fled fifth monthly fee statement.	0.80	\$388.00
12/6/2016	Massel, Morris	Reviewing fee app supp & related corresp.	0.50	\$515.00
12/6/2016	Massel, Morris	Corresp w/ professionals re: fee apps (.3); Tc w/ J. Endean re: fee app (.2); Reviewing fee app issues (.5).	1.00	\$1,030.00
12/6/2016	Endean, Jonathan E.	Conversation w/ M. Massel re: STB fee apps (0.2); drafted notice of filing Ex. G-1 & H (2.2)	2.40	\$1,164.00
12/7/2016	Endean, Jonathan E.	Filed notice of filing exhibits G-1 and H to STB first fee application	0.30	\$145.50
12/8/2016	Endean, Jonathan E.	Call w/ S. Qusba re: fee statements	0.10	\$48.50
12/13/2016	Endean, Jonathan E.	Filed third monthly fee statement for Deloitte.	0.30	\$145.50
12/14/2016	Massel, Morris	Reviewing docs for fee hearing.	0.60	\$618.00
12/14/2016	Endean, Jonathan E.	Worked on STB Final Fee App.	0.60	\$291.00
12/15/2016	Massel, Morris	Attend fee hearing & related	1.00	\$1,030.00

Date	Name	Description	Hours	Amount
		follow-up.		
12/15/2016	Qusba, Sandy	Prepare for and participate (telephonically) in interim fee application hearing.	1.50	\$1,972.50
12/15/2016	Endean, Jonathan E.	Prep. Final Fee Application for STB	2.00	\$970.00
12/16/2016	Massel, Morris	Tc w/ J. Endean re: fee app.	0.20	\$206.00
12/16/2016	Endean, Jonathan E.	Prep. Final Fee Application (1.3); Conv. w/ M. Massel re: same (0.2)	1.50	\$727.50
12/19/2016	Massel, Morris	Revising final fee app. (1.8); Corresp re: OCP fees (.2).	2.00	\$2,060.00
12/19/2016	Endean, Jonathan E.	Prep. STB Final Fee App.	1.80	\$873.00
12/20/2016	Massel, Morris	Corresp & tcs re: fee app.	0.20	\$206.00
12/20/2016	Endean, Jonathan E.	Prep. STB Final Fee App.	5.10	\$2,473.50
12/21/2016	Massel, Morris	Reviewing/revising fee app	1.40	\$1,442.00
12/21/2016	Endean, Jonathan E.	Drafted final fee application	1.70	\$824.50
12/22/2016	Russell Jr, William T.	Review and revise final fee app and emails STB team re: same.	0.90	\$1,183.50
12/22/2016	Massel, Morris	Corresp. and tc re fee issues	0.20	\$206.00
12/22/2016	Endean, Jonathan E.	Reviewed comments from B. Russell to final fee application	0.20	\$97.00
12/23/2016	Endean, Jonathan E.	Revised final fee application	1.30	\$630.50
12/27/2016	Massel, Morris	Revising fee app (.5); corresp re fee issues (.2)	0.70	\$721.00
12/28/2016	Massel, Morris	Corresp. re fee issues	0.20	\$206.00
12/29/2016	Massel, Morris	Corresp. re fee issues	0.20	\$206.00
12/30/2016	Massel, Morris	reviewing fees issues corresp and related corresp.; tc w J Mon re fee reconciliation	0.30	\$309.00
1/3/2017	Endean, Jonathan E.	Rev. Final Fee App.	0.20	\$97.00
1/4/2017	Endean, Jonathan E.	Rev. Dec. fee app.	0.10	\$48.50
1/4/2017	Massel, Morris	Reviewing time entries.	0.50	\$515.00
1/5/2017	Endean, Jonathan E.	Prep. Dec. Fee statement (1.1); T/c w/ J. Mon re: same (0.1)	1.20	\$582.00
1/5/2017	Russell Jr, William T.	Review and revise monthly fee statement and emails STB team re same	0.50	\$657.50
1/6/2017	Endean, Jonathan E.	Prep. final STB fee app.	0.40	\$194.00
1/11/2017	Endean, Jonathan E.	Updated STB final fee application	1.90	\$921.50
1/12/2017	Endean, Jonathan E.	Rev. STB final fee application	0.30	\$145.50
1/13/2017	Endean, Jonathan E.	Modified final fee application for STB	0.10	\$48.50
<b>Totals:</b>			<b>87.70</b>	<b>\$73,885.50</b>



**Timekeeper Category: 002724-0011 - Employment and Fee Application Objections**

Date	Name	Description	Hours	Amount
11/9/2016	Massel, Morris	Reviewing Deloitte & Houlihan fee issues.	0.20	\$206.00
11/9/2016	Endean, Jonathan E.	Reviewed Houlihan fee application against stated fee agreement	2.30	\$1,115.50
11/10/2016	Qusba, Sandy	Correspondence with G. Galardi and A. Qureshi regarding Akin's retention application.	0.20	\$263.00
11/16/2016	Endean, Jonathan E.	Rev. Houlihan fee app. (1.5); t/c w/ M. Massel & B. Russell re: results (0.1)	1.60	\$776.00
<b>Totals:</b>			<b>4.30</b>	<b>\$2,360.50</b>

**Timekeeper Category: 002724-0013 - Litigation: Contested Matters and Adversary Proceedings**

Date	Name	Description	Hours	Amount
10/3/2016	Baldwin, Jeffrey E.	Attend call w/ Ropes & Gray re: Rule 2004 requests (.40) and prep for same (.10); review Rule 2004 Requests and Deloitte requests (.20) and draft chart of Rule 2004 requests and Deloitte requests (.70); draft/revise letter to Judge Bernstein re: Rule 2004 Request (.50); draft notice of withdrawal re: Rule 2004 request (.30); email w/ W. Russell et al. re: letter to Bernstein and draft notice of withdrawal (.20).	2.40	\$2,388.00
10/3/2016	Qusba, Sandy	T/c with R. Martin, B. Russell, J. Baldwin and G. Galardi regarding 2004 discovery request and confirmation discovery.	0.30	\$394.50
10/4/2016	Baldwin, Jeffrey E.	Revise/finalize charts of Rule 2004 requests and Deloitte requests (.40) and email Ropes & Gray re: same (.10).	0.50	\$497.50
10/7/2016	Myers, Jonathan R.	researched status of claims	2.50	\$1,462.50
10/8/2016	Myers, Jonathan R.	update on proofs of claims	0.20	\$117.00
10/10/2016	Massel, Morris	Analyzing potential claims.	0.60	\$618.00
10/12/2016	Russell Jr, William T.	Outline potential response to Rule 2004 motion and emails STB team re same (.6)	0.60	\$789.00
10/13/2016	Russell Jr, William T.	T/c Massel re Rule 2004 issues (.2)	0.20	\$263.00
10/13/2016	Russell Jr, William T.	T/c debtors re Rule 2004 issues (.2)	0.20	\$263.00

Date	Name	Description	Hours	Amount
10/13/2016	Baldwin, Jeffrey E.	Review Debtors' Rule 2004 motion and discovery requests (.40); draft/revise email to Ropes & Gray re: Committee and Deloitte document requests (.30).	0.70	\$696.50
10/13/2016	Baldwin, Jeffrey E.	Draft demand letter to Ropes & Gray re: Debtors causes of action and Committee standing.	2.80	\$2,786.00
10/13/2016	Qusba, Sandy	Review Debtors' 2004 motion regarding P. Thiel.	0.80	\$1,052.00
10/13/2016	Myers, Jonathan R.	call w J. Baldwin re 2004 research	0.20	\$117.00
10/13/2016	Myers, Jonathan R.	standing research	0.80	\$468.00
10/13/2016	Myers, Jonathan R.	2004 examination research	3.20	\$1,872.00
10/14/2016	Baldwin, Jeffrey E.	Call w/ J. Myers re: legal research related to Debtors' Rule 2004 motion.	0.20	\$199.00
10/14/2016	Baldwin, Jeffrey E.	Call w/ Deloitte re: valuation.	0.50	\$497.50
10/14/2016	Baldwin, Jeffrey E.	Revise demand letter to Debtors re: Committee standing (.30); emails w/ W. Russell, et al. re: demand letter (.20); email Committee re: demand letter (.10).	0.60	\$597.00
10/14/2016	Myers, Jonathan R.	research re Debtors' Rule 2004 motion	2.00	\$1,170.00
10/17/2016	Baldwin, Jeffrey E.	Calls w/ J. Heald re: standing motion (.20); review inter-company agreement (.20) and email W. Russell & S. Qusba re: same (.10); call w/ J. Myers re: Rule 2004 objection (.20); revise demand letter (.20); o/c w/ W. Russell & S. Qusba re: debtor claims (.40); review research re: vote designation (.30); draft Committee Second Request for Production to Debtors (1.30); draft Committee First Set of Interrogatories to Debtors (2.80).	5.40	\$5,373.00
10/17/2016	Heald, Julia E.	Corresp. w/ J. Baldwin re standing & adversary proceedings (.3); rsch. and draft standing motion (3.7)	4.00	\$2,340.00
10/17/2016	Myers, Jonathan R.	call w J. Baldwin re research	0.40	\$234.00
10/18/2016	Baldwin, Jeffrey E.	Finalize Committee demand letter (.20) and email Ropes & Gray re: same (.10); call w/ J. Myers re: Rule 2004 objection (.20).	0.50	\$497.50
10/18/2016	Heald, Julia E.	Rsch. and draft standing motion	6.30	\$3,685.50
10/18/2016	Myers, Jonathan R.	Drafting response to Rule 2004	3.00	\$1,755.00

Date	Name	Description	Hours	Amount
		motion		
10/19/2016	Baldwin, Jeffrey E.	O/c w/ W. Russell, S. Qusba, et al. re: contested matters (1.30); calls w/ J. Heald & J. Myers re: Rule 2004 objection and standing motion (.30); revise Committee 2nd RFP & Committee ROGs (.30); email Deloitte re: Committee 2nd RFP & ROGs (.10); call w/ J. Heald re: documents produced by Debtors (.10); email W. Russell re: documents produced by Debtors (.20); email Deloitte re: documents produced by Debtors (.20); review case law re: vote designation and standing (1.30).	3.80	\$3,781.00
10/19/2016	Massel, Morris	Reviewing demand letter & related corresp.	0.30	\$309.00
10/19/2016	Massel, Morris	Internal mtg. re: litigation issues.	1.00	\$1,030.00
10/19/2016	Heald, Julia E.	Rsch. and draft standing motion (4.4); t/c w/ J. Baldwin, J. Myers re: same (.3); review docs received from debtors for board materials (.9)	5.60	\$3,276.00
10/19/2016	Myers, Jonathan R.	call re discovery w J. Baldwin	0.10	\$58.50
10/19/2016	Myers, Jonathan R.	call re further strategic research	0.10	\$58.50
10/19/2016	Myers, Jonathan R.	Drafting Rule 2004 response	2.00	\$1,170.00
10/20/2016	Baldwin, Jeffrey E.	Email Deloitte re: documents produced by Debtors (.10); finalize and serve on Debtors Committee 2nd RFP and ROGs (.30); calls w/ J. Myers re: Rule 2004 objection (.20); call w/ J. Heald re: claims against Denton and GMGI (.10); review Debtors' response to demand letter (.20); draft/revise objection to Debtors' Rule 2004 motion (6.30); review case law re: standing motion (1.40).	8.60	\$8,557.00
10/20/2016	Massel, Morris	Tc w/ D. Tabak & S. Qusba re: lit. issues.	0.50	\$515.00
10/20/2016	Massel, Morris	Ocs w/ S. Qusba re: potential claims.	0.60	\$618.00
10/20/2016	Qusba, Sandy	TC w/ M. Massel and D. Tabak re Debtors' 2004 motion and response (.4).	0.40	\$526.00
10/20/2016	Heald, Julia E.	Rsch. re: potential claims (2.6); rsch. and prep. standing motion	5.00	\$2,925.00

Date	Name	Description	Hours	Amount
		(2.4)		
10/20/2016	Myers, Jonathan R.	call with J. Baldwin re interrogatories	0.20	\$117.00
10/20/2016	Myers, Jonathan R.	edits to discovery requests	1.40	\$819.00
10/20/2016	Myers, Jonathan R.	strategic claims research	1.40	\$819.00
10/20/2016	Myers, Jonathan R.	additional research re Rule 2004 motion	1.70	\$994.50
10/21/2016	Russell Jr, William T.	Review and revise Rule 2004 objection and emails STB team re same (.8)	0.80	\$1,052.00
10/21/2016	Baldwin, Jeffrey E.	O/c w/ S. Qusba, W. Russell, M. Massell re: standing motion (.40); revise objection to Debtors Rule 2004 motion (.40); email W. Russell re: Rule 2004 objection (.10); comms. w/ J. Myers and J. Heald re: standing motion (.30); draft/revise Committee standing motion and review documents for same (7.40).	8.60	\$8,557.00
10/21/2016	Qusba, Sandy	Review and comment on objection to Debtors' 2004 motion (1.1).	1.10	\$1,446.50
10/21/2016	Heald, Julia E.	Draft and rsch. standing motion (6.9); mtg. w/ J. Baldwin, M. Morris, S. Qusba re: same (.5); corresp. w/ J. Baldwin & J. Myers re: same (.7)	8.10	\$4,738.50
10/21/2016	Myers, Jonathan R.	Research for potential standing motion	4.00	\$2,340.00
10/23/2016	Russell Jr, William T.	Review revised 2004 objection (.4)	0.40	\$526.00
10/23/2016	Myers, Jonathan R.	Fact research for standing motion	1.70	\$994.50
10/24/2016	Baldwin, Jeffrey E.	Review letter from Debtors re: responses to Committee doc requests (.20); draft/revise Committee standing motion (5.80); review case law re: claims in standing motion (2.60).	8.60	\$8,557.00
10/24/2016	Qusba, Sandy	Review revised non-dischargeability stipulation w/ Debtor and correspondence w/ Comm members re same (.3).	0.30	\$394.50
10/24/2016	Heald, Julia E.	Rsch. re: potential claims	2.60	\$1,521.00
10/24/2016	Myers, Jonathan R.	standing motion research	4.50	\$2,632.50

Date	Name	Description	Hours	Amount
10/25/2016	Baldwin, Jeffrey E.	Emails w/ D. Tabak re: Rule 2004 objection (.10); review bankruptcy filings for Rule 2004 objection (.30); revise Rule 2004 objection (.20); emails w/ W. Russell re: Rule 2004 objection (.20); call w/ Skadden re: Rule 2004 objection (.20); call w/ W. Russell re: discovery (.10); review J. Heald summary of documents (.20); review documents produced by Debtors in Data Room (1.80); draft response letter to Debtors' 10/24/2016 letter re: Committee document requests (1.60); draft/revise adversary proceeding complaints (1.10); revise standing motion per W. Russell comments (.80); review Debtor documents for standing motion (1.20).	7.80	\$7,761.00
10/25/2016	Heald, Julia E.	T/cs w/ J. Baldwin re: discovery	0.30	\$175.50
10/25/2016	Myers, Jonathan R.	pulled docket materials	0.10	\$58.50
10/26/2016	Baldwin, Jeffrey E.	Review Rule 2004 objection (.10); revise/finalize response letter to 10/24/2016 letter from Debtors re: Committee doc requests (.20), and emails w/ W. Russell re: revisions to same (.20); draft/revise proposed adversary complaints (2.40); revise standing motion (.80).	3.70	\$3,681.50
10/26/2016	Myers, Jonathan R.	reviewed debtors' discovery responses	0.70	\$409.50
10/27/2016	Myers, Jonathan R.	reviewed emails re discovery	0.10	\$58.50
10/31/2016	Myers, Jonathan R.	reviewed liquidation plan and objections to Johnson and Huon claims.	0.40	\$234.00
12/1/2016	Qusba, Sandy	Attend hearing regarding claims objections for Huan, Williams, XP, and Johnson; meeting with M. Massel regarding same.	2.30	\$3,024.50
12/6/2016	Massel, Morris	Reviewing plan & objections (.5); Revising summary chart (.5).	1.00	\$1,030.00
12/6/2016	Moonan, Randy	Analyze filings related to plan objections.	1.20	\$930.00
12/7/2016	Massel, Morris	Reviewing objection summary.	0.50	\$515.00
12/8/2016	Massel, Morris	Corresp re: hearing.	0.20	\$206.00
12/8/2016	Endean, Jonathan E.	Prep. binder for confirmation hearing	0.70	\$339.50

Date	Name	Description	Hours	Amount
12/9/2016	Massel, Morris	Reviewing conf. issues.	0.30	\$309.00
12/9/2016	Endean, Jonathan E.	Prep. binder for Confirmation Hearing	0.10	\$48.50
12/12/2016	Endean, Jonathan E.	Prepared binder for Gawker Confirmation Hearing	1.30	\$630.50
12/12/2016	Endean, Jonathan E.	Securing conference telephonic appearance for S. Qusba for Fee App Hearing for 12/15	1.30	\$630.50
12/13/2016	Endean, Jonathan E.	Secured ability to make a telephonic appearance for S. Qusba for fee app hearing on 12/15	0.50	\$242.50
<b>Totals:</b>			<b>134.80</b>	<b>\$108,750.00</b>

**Timekeeper Category: 002724-0014 - Meetings and Communications with Creditors**

Date	Name	Description	Hours	Amount
10/5/2016	Baldwin, Jeffrey E.	Attend call w/ creditors committee re: proposed plan.	1.00	\$995.00
10/5/2016	Qusba, Sandy	T/c with Committee regarding plan structure and status conference hearing; t/c with S. Ayyadurai and A. Terril regarding same.	1.60	\$2,104.00
10/5/2016	Endean, Jonathan E.	Call with Committee regarding proposal by Ropes.	0.90	\$436.50
10/7/2016	Russell Jr, William T.	Committee call/meeting	0.30	\$394.50
10/7/2016	Baldwin, Jeffrey E.	Attend weekly creditors committee call.	0.50	\$497.50
10/7/2016	Qusba, Sandy	Status update on plan negotiations.	0.30	\$394.50
10/7/2016	Endean, Jonathan E.	Preparation for and participation in weekly call with committee	0.40	\$194.00
10/11/2016	Russell Jr, William T.	T/cs, emails committee members re various issues (.8)	0.80	\$1,052.00
10/14/2016	Russell Jr, William T.	Committee emails, calls/meeting (.9)	0.90	\$1,183.50
10/14/2016	Baldwin, Jeffrey E.	Attend weekly creditors committee call.	0.80	\$796.00
10/14/2016	Massel, Morris	Committee call.	1.00	\$1,030.00
10/14/2016	Qusba, Sandy	T/c with Committee and Deloitte regarding plan negotiation status and litigation issues.	1.00	\$1,315.00
10/14/2016	Endean, Jonathan E.	Weekly conference call with Cmty	0.80	\$388.00
10/14/2016	Myers, Jonathan R.	committee call	0.70	\$409.50
10/17/2016	Russell Jr, William T.	T/cs, emails committee re strategic issues (1.3)	1.30	\$1,709.50
10/17/2016	Baldwin, Jeffrey E.	Emails w/ Creditors Committee re: draft demand letter (.20); call w/	0.80	\$796.00

Date	Name	Description	Hours	Amount
		Creditors Committee re: demand letter (.60).		
10/17/2016	Heald, Julia E.	T/c w/ Committee, STB re: adversary proceedings	0.70	\$409.50
10/17/2016	Endean, Jonathan E.	T/c with Committee re: litigation strategy	0.70	\$339.50
10/18/2016	Russell Jr, William T.	Emails committee, STB team re strategy issues (.4)	0.40	\$526.00
10/21/2016	Russell Jr, William T.	Committee meeting/call (.5)	0.50	\$657.50
10/21/2016	Baldwin, Jeffrey E.	Call w/ Creditors Committee (.60); email Creditors Committee re: Rule 2004 objection (.10).	0.70	\$696.50
10/21/2016	Massel, Morris	Committee call.	0.50	\$515.00
10/21/2016	Qusba, Sandy	Prepare for and participate in full Committee meeting re plan status, allocation issues and demand letter and response (.4).	0.40	\$526.00
10/21/2016	Heald, Julia E.	Committee call	0.50	\$292.50
10/21/2016	Endean, Jonathan E.	Weekly call with Committee of Unsecured Creditors	0.40	\$194.00
10/23/2016	Russell Jr, William T.	T/c committee member, Deloitte, STB team re allocation issues (1.0)	1.00	\$1,315.00
10/25/2016	Russell Jr, William T.	T/cs, emails committee re Deloitte retention issues (.6)	0.60	\$789.00
10/25/2016	Russell Jr, William T.	T/cs committee members re various issues (.7)	0.70	\$920.50
10/27/2016	Russell Jr, William T.	Review disclosure statement objection and emails STB team re same (1.1)	1.10	\$1,446.50
10/28/2016	Russell Jr, William T.	Committee call/meetings.	0.70	\$920.50
10/28/2016	Baldwin, Jeffrey E.	Attend creditors committee weekly call.	0.90	\$895.50
10/28/2016	Massel, Morris	Client call.	1.00	\$1,030.00
10/28/2016	Qusba, Sandy	TC w/ full Committee re various settlements and plan issues (1.0); tc w/ D. Tabak (numerous) re various plan issues and next steps (.8).	1.80	\$2,367.00
10/28/2016	Heald, Julia E.	T/c w/ Committee, Deloitte, STB	1.20	\$702.00
10/28/2016	Endean, Jonathan E.	Weekly meeting with Committee of Unsecured Creditors	0.90	\$436.50
10/30/2016	Russell Jr, William T.	Telephone call, emails Committee members re plan issues.	0.30	\$394.50
10/31/2016	Russell Jr, William T.	Revise note to clients re revised plan.	0.30	\$394.50
10/31/2016	Russell Jr, William T.	Telephone calls Committee members re various issues.	1.20	\$1,578.00

Date	Name	Description	Hours	Amount
11/1/2016	Russell Jr, William T.	Emails, t/cs committee re plan and disclosure statement issues (.9)	0.90	\$1,183.50
11/1/2016	Baldwin, Jeffrey E.	Call w/ Creditors Committee re: disclosure statement.	0.50	\$497.50
11/1/2016	Massel, Morris	Client call (.6); Prep for call (.2).	0.80	\$824.00
11/1/2016	Qusba, Sandy	T/c with full Committee regarding Plan and Disclosure Statement and next steps; t/c with T. Vasallo regarding plan issues.	0.80	\$1,052.00
11/1/2016	Endean, Jonathan E.	Call w/ cmtty re: revised disclosure statement and plan	0.50	\$242.50
11/4/2016	Russell Jr, William T.	T/cs committee members re various issues (.4)	0.40	\$526.00
11/4/2016	Massel, Morris	Committee call and prep.	0.80	\$824.00
11/4/2016	Heald, Julia E.	T/c w/ Committee, Deloitte, STB	0.50	\$292.50
11/4/2016	Endean, Jonathan E.	Weekly meeting with cmtty	0.50	\$242.50
11/18/2016	Russell Jr, William T.	Committee meeting/calls.	0.80	\$1,052.00
11/18/2016	Massel, Morris	Client call & follow-up.	1.00	\$1,030.00
11/18/2016	Qusba, Sandy	T/c with full Committee regarding claims objections and responses, estimation procedures, plan process and fee applications.	0.80	\$1,052.00
11/18/2016	Heald, Julia E.	T/c w/ Committee, Deloitte, STB	0.60	\$351.00
11/18/2016	Endean, Jonathan E.	Weekly call w/ cmtty.	0.50	\$242.50
11/21/2016	Russell Jr, William T.	Telephone calls emails committee re various issues.	0.90	\$1,183.50
12/1/2016	Russell Jr, William T.	Committee meeting/call (.6)	0.60	\$789.00
12/1/2016	Massel, Morris	Committee Meeting & related prep.	0.80	\$824.00
12/1/2016	Heald, Julia E.	T/c w/ Committee, STB, Deloitte	0.70	\$409.50
12/1/2016	Endean, Jonathan E.	Cmtty call re: 12/1 omnibus hrg	0.70	\$339.50
12/5/2016	Russell Jr, William T.	T/cs, emails committee members re various issues (.9)	0.90	\$1,183.50
12/7/2016	Russell Jr, William T.	T/cs, emails committee members re various issues (.4)	0.40	\$526.00
<b>Totals:</b>			<b>44.00</b>	<b>\$45,708.50</b>

**Timekeeper Category: 002724-0015 - Non-Working Travel**

Date	Name	Description	Hours	Amount
11/3/2016	Massel, Morris	Travel to & from Court.	0.35	\$360.50
12/15/2016	Massel, Morris	Travel to and from hearing.	1.00	\$1,030.00
<b>Totals:</b>			<b>1.35</b>	<b>\$1,390.50</b>



**Timekeeper Category: 002724-0016 - Plan and Disclosure Statement**

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10/3/2016	Russell Jr, William T.	T/c Debtors re Rule 2004 exams and confirmation discovery issues (.4); review Deloitte analysis of info provided by debtors (.5); revise letter to Court and draft notice re Rule 2004 motion and e-mails STB team re same (.6); revise markup of 2004 discovery for debtors and e-mails Baldwin re same (.4).	1.90	\$2,498.50
10/4/2016	Russell Jr, William T.	Review Gawker corporate records (.4)	0.40	\$526.00
10/5/2016	Russell Jr, William T.	Review Plan waterfall and distribution information from debtors (.8)	0.80	\$1,052.00
10/5/2016	Russell Jr, William T.	Emails, t/cs debtors re plan issues (.8)	0.80	\$1,052.00
10/5/2016	Russell Jr, William T.	Emails, confs, t/cs committee, STB team re plan re allocation issues (2.4)	2.40	\$3,156.00
10/5/2016	Massel, Morris	Reviewing plan models (.6); Calls w/ Ropes & UCC members re: plan issues (1.3); Corresp. w/ clients & internally re: same (.3); Committee call re: plan (1.0).	4.20	\$4,326.00
10/5/2016	Qusba, Sandy	T/c with G. Galardi, R. Martin and B. Russell regarding structural issues and status conference.	0.80	\$1,052.00
10/6/2016	Russell Jr, William T.	Emails Deloitte, debtors re info requests (.3)	0.30	\$394.50
10/6/2016	Russell Jr, William T.	T/c debtors re plan issues (.5)	0.50	\$657.50
10/6/2016	Russell Jr, William T.	Emails, t/cs Massel, Deloitte re retention issues (.6)	0.60	\$789.00
10/7/2016	Massel, Morris	Call w/ W. Russell re: status (.2); Oc w/ S. Qusba re: strategy (.4); Committee call (.5).	1.10	\$1,133.00
10/10/2016	Russell Jr, William T.	T/c Deloitte re allocation issues (.2)	0.20	\$263.00
10/11/2016	Russell Jr, William T.	T/c Debtors re plan issues (.2)	0.20	\$263.00
10/11/2016	Russell Jr, William T.	Emails STB team re plan issues (.3)	0.30	\$394.50
10/12/2016	Russell Jr, William T.	Analyze plan term sheet and emails STB team re same (.6)	0.60	\$789.00
10/13/2016	Russell Jr, William T.	Revise correspondence w/ debtor and emails STB team re same (.2)	0.20	\$263.00
10/13/2016	Russell Jr, William T.	Review status of info requests to	0.30	\$394.50

Date	Name	Description	Hours	Amount
		debtor (.3)		
10/13/2016	Russell Jr, William T.	Analyze plan issues w/ STB team (1.4)	1.40	\$1,841.00
10/13/2016	Baldwin, Jeffrey E.	O/c w/ W. Russell, S. Qusba & M. Massel re: plan issues & term sheet.	1.50	\$1,492.50
10/13/2016	Massel, Morris	Tc w/ Ropes re: term sheet (.2); Internal mtg. re: same (1.0); Revising term sheet (2.6).	3.80	\$3,914.00
10/13/2016	Qusba, Sandy	Meeting with M. Massel, B. Russell and J. Baldwin regarding plan term sheet and litigation issues.	1.00	\$1,315.00
10/14/2016	Russell Jr, William T.	Revise plan term sheet and emails STB team re same (.5)	0.50	\$657.50
10/14/2016	Russell Jr, William T.	T/c Deloitte re valuation issues (.5)	0.50	\$657.50
10/14/2016	Russell Jr, William T.	T/cs, emails STB team re plan issues (.9)	0.90	\$1,183.50
10/14/2016	Massel, Morris	Call w/ Deloitte re: valuation & plan discovery.	0.50	\$515.00
10/14/2016	Massel, Morris	Call w/ R. Martin re: settlement term sheet (1.0); Revising term sheet & related corresp.	1.80	\$1,854.00
10/14/2016	Qusba, Sandy	T/c with B. Russell and Deloitte team regarding various issues, including allocation; review and comment on term sheet regarding plan modifications.	1.80	\$2,367.00
10/14/2016	Endean, Jonathan E.	Reviewed settlement term sheet	0.20	\$97.00
10/14/2016	Endean, Jonathan E.	T/c w/ R. Martin re: settlement term sheet	0.80	\$388.00
10/17/2016	Russell Jr, William T.	Emails Baldwin, Deloitte re discovery to serve on the debtors	0.50	\$657.50
10/19/2016	Russell Jr, William T.	Revise discovery requests to debtors and emails Baldwin re same (.9)	0.90	\$1,183.50
10/19/2016	Russell Jr, William T.	Review and analyze disclosure statement (.9)	0.90	\$1,183.50
10/19/2016	Russell Jr, William T.	Analyze strategic issues re confirmation and related issues w/ STB team (.1.4)	1.40	\$1,841.00
10/19/2016	Massel, Morris	Analyzing Plan/DS (1.5); Drafting OS objection outline (23.5).	5.00	\$5,150.00
10/19/2016	Qusba, Sandy	Meeting w/ Bill Russell, M. Massel, J. Endean and J. Baldwin re objection, discovery and litigation strategy (1.0).	1.00	\$1,315.00

Date	Name	Description	Hours	Amount
10/19/2016	Endean, Jonathan E.	Rev. and analyzed Debtor's disclosure statement	3.40	\$1,649.00
10/20/2016	Russell Jr, William T.	Emails committee, Deloitte, STB team re allocation issues (.9)	0.90	\$1,183.50
10/20/2016	Massel, Morris	Oc w/ J. Endean re: DS objection.	0.70	\$721.00
10/20/2016	Massel, Morris	Researching & drafting DS outline.	3.40	\$3,502.00
10/20/2016	Endean, Jonathan E.	Research and drafting response to disclosure statement	2.20	\$1,067.00
10/20/2016	Endean, Jonathan E.	Mtg w/ M. Massel re: response to disclosure statement	0.90	\$436.50
10/20/2016	Endean, Jonathan E.	Research and analysis of disclosure statement	1.00	\$485.00
10/21/2016	Russell Jr, William T.	T/cs, emails STB, Deloitte, committee re tax and allocation issues (1.2)	1.20	\$1,578.00
10/21/2016	Massel, Morris	Oc w/ J. Endean re: DS obligation (.70); Multiple tcs w/ Ropes, S. Qusba & Deloitte, B. Russell re: Plan & tax issues (1.8); Analyzing Plan issues (.5).	3.00	\$3,090.00
10/21/2016	Qusba, Sandy	TC (numerous) w/ J. Doyle re allocation analysis (.4).	0.40	\$526.00
10/21/2016	Endean, Jonathan E.	Worked on disclosure statement objection	1.10	\$533.50
10/21/2016	Endean, Jonathan E.	Meetings with S. Qusba, J. Baldwin, M. Massel re: litigation strategy and disclosure statement objection	1.70	\$824.50
10/21/2016	Endean, Jonathan E.	Worked on draft of disclosure statement objection	3.20	\$1,552.00
10/22/2016	Endean, Jonathan E.	Worked on draft of disclosure statement objection	1.90	\$921.50
10/23/2016	Russell Jr, William T.	Analyze Deloitte allocation scenarios (.7)	0.70	\$920.50
10/23/2016	Massel, Morris	Revising DS objection & related tc w/ J. Endean.	2.80	\$2,884.00
10/23/2016	Qusba, Sandy	Review Deloitte allocation material (.7); tc w/ D. Tabak, B. Russell and Deloitte team re allocation and plan process (1.4).	2.10	\$2,761.50
10/23/2016	Endean, Jonathan E.	Rev. comments re: opposition to disclosure statement	0.20	\$97.00
10/23/2016	Endean, Jonathan E.	Call with M. Massel re: opposition to disclosure statement	0.20	\$97.00
10/24/2016	Russell Jr, William T.	Review correspondence from debtors re confirmation discovery and emails STB team re same (.4)	0.40	\$526.00

Date	Name	Description	Hours	Amount
10/24/2016	Russell Jr, William T.	Review IP allocation analysis and emails Deloitte, STB team re same (.7)	0.70	\$920.50
10/24/2016	Russell Jr, William T.	Review disclosure statement (.9)	0.90	\$1,183.50
10/24/2016	Russell Jr, William T.	Analyze Deloitte allocation scenarios and emails Deloitte, STB team, committee members re same (.9)	0.90	\$1,183.50
10/24/2016	Endean, Jonathan E.	Worked on researching and drafting the objection to disclosure statement motion	0.50	\$242.50
10/24/2016	Endean, Jonathan E.	Worked on researching and drafting the objection to disclosure statement motion	6.20	\$3,007.00
10/25/2016	Russell Jr, William T.	Review preliminary allocation analysis and emails STB team re same (.6)	0.60	\$789.00
10/25/2016	Russell Jr, William T.	Emails, correspondence w/ Debtors re confirmation discovery issues (.8)	0.80	\$1,052.00
10/25/2016	Qusba, Sandy	Review and comment on draft objection and review cases re same (3.6).	3.60	\$4,734.00
10/25/2016	Endean, Jonathan E.	Worked on researching and drafting the objection to disclosure statement motion	7.60	\$3,686.00
10/26/2016	Russell Jr, William T.	Revise letter to debtors re confirmation discovery and emails STB team re same (.4)	0.40	\$526.00
10/26/2016	Russell Jr, William T.	T/cs, emails committee, STB team re plan negotiation issues (.9)	0.90	\$1,183.50
10/26/2016	Baldwin, Jeffrey E.	Review Debtors' disclosure statement (.40) and email W. Russell re: settlement scope and releases (.20).	0.60	\$597.00
10/26/2016	Massel, Morris	Revising DS objection & related research.	5.80	\$5,974.00
10/26/2016	Qusba, Sandy	TC w/ D. Tabak re potential settlement and allocation (.3); tc w/ S. Ayyadurai re same (.3); tc w/ G. Galardi re same (.3).	0.90	\$1,183.50
10/26/2016	Endean, Jonathan E.	Worked on researching and drafting the objection to disclosure statement motion	4.90	\$2,376.50
10/27/2016	Russell Jr, William T.	T/cs, emails committee members, STB team re plan and settlement issues (.9)	0.90	\$1,183.50
10/27/2016	Massel, Morris	Revising DS objection (2.6); Oc w/	3.10	\$3,193.00

Date	Name	Description	Hours	Amount
		S.Qusba re: same (.5).		
10/27/2016	Endean, Jonathan E.	Revised objection to disclosure statement	0.90	\$436.50
10/28/2016	Russell Jr, William T.	Review and revise reservation of rights re disclosure statement and emails STB team re same.	0.50	\$657.50
10/28/2016	Russell Jr, William T.	Telephone call, emails, debtors, Quesba re Plan issues.	1.80	\$2,367.00
10/28/2016	Baldwin, Jeffrey E.	O/c w/ W. Russell, S. Qusba et al. re: disclosure statement.	0.10	\$99.50
10/28/2016	Massel, Morris	Revising DS reservation & objection (.5); Call w/ Ropes re: resolutions (.5); Reviewing claims related docs (.5).	1.50	\$1,545.00
10/28/2016	Qusba, Sandy	TC w/ G. Galardi, R. Martin, B. Russell and M. Massel re next steps (.7); review revised disclosure statement objection (.3); meeting w/ J. Endean re same (.3) .	1.30	\$1,709.50
10/28/2016	Endean, Jonathan E.	Conversation with M. Massel, S. Qusba, B. Russell about objection to disclosure statement	0.40	\$194.00
10/28/2016	Endean, Jonathan E.	Revised objection to disclosure statement reflecting B. Russell comments	0.50	\$242.50
10/28/2016	Endean, Jonathan E.	Drafted reservation of rights to disclosure statement	1.00	\$485.00
10/31/2016	Russell Jr, William T.	Review revised plan and disclosure statement and emails debtors, STB team re same.	1.40	\$1,841.00
10/31/2016	Baldwin, Jeffrey E.	Emails to W. Russell re: terms of employment agreements.	0.30	\$298.50
10/31/2016	Massel, Morris	Reviewing & commenting on Plan (4.1); Calls w/ clients & Ross Martin re: same (.6); Preparing plan summary for clients (.8); Oc w/ S. Qusba re: same (.3).	5.80	\$5,974.00
10/31/2016	Qusba, Sandy	Review and comment on same; meetings with M. Massel (numerous) regarding same; review reservation of rights filing and other objections.	4.60	\$6,049.00
10/31/2016	Endean, Jonathan E.	Rev. & filed reservations of rights to disclosure statement motion	1.40	\$679.00
11/1/2016	Russell Jr, William T.	T/cs, emails STB team re plan and disclosure statement issues (.8)	0.80	\$1,052.00
11/1/2016	Russell Jr, William T.	Review revised plan and disclosure statement (.9)	0.90	\$1,183.50

Date	Name	Description	Hours	Amount
11/1/2016	Massel, Morris	Reviewing and commenting on Plan & DS (3.6); Calls w/ Ropes & internally re: same (.6).	4.20	\$4,326.00
11/1/2016	Qusba, Sandy	Review and comment on same; meeting with M. Massel regarding same.	3.10	\$4,076.50
11/2/2016	Russell Jr, William T.	Review revised plan and disclosure statement and t/cs, emails committee, STB team, debtors re same (1.2)	1.20	\$1,578.00
11/2/2016	Baldwin, Jeffrey E.	Review revise plan disclosure statement.	0.30	\$298.50
11/2/2016	Massel, Morris	Reviewing Plan & related calls & analysis.	2.00	\$2,060.00
11/2/2016	Qusba, Sandy	Meeting with M. Massel regarding settlements; review final disclosure statement modifications.	1.90	\$2,498.50
11/3/2016	Russell Jr, William T.	Disclosure statement hearing, prep for same and confs, emails re same (2.3)	2.30	\$3,024.50
11/3/2016	Massel, Morris	Reviewing DS & POR for briefing (1.7); Amending DS hearing (2.0).	3.70	\$3,811.00
11/3/2016	Qusba, Sandy	Correspondence with B. Russell regarding hearing.	0.20	\$263.00
11/15/2016	Russell Jr, William T.	T/cs, emails committee members, STB team re plan issues (1.1)	1.10	\$1,446.50
11/16/2016	Russell Jr, William T.	Conf STB team re strategic issues (.5)	0.50	\$657.50
11/16/2016	Russell Jr, William T.	Analyze plan issues and emails, confs STB team, committee (.9)	0.90	\$1,183.50
11/16/2016	Russell Jr, William T.	Review debtor motion re claims estimation and emails STB team, debtors re same (.9)	0.90	\$1,183.50
11/16/2016	Baldwin, Jeffrey E.	O/c w/ W. Russell, M. Massel & S. Qusba re: plan confirmation matters.	0.50	\$497.50
11/16/2016	Qusba, Sandy	Meeting with B. Russell, M. Massel and J. Baldwin regarding potential plan issues.	0.50	\$657.50
11/17/2016	Russell Jr, William T.	Analyze plan and confirmation issues and telephone calls, emails debtors, STB team, committee re same.	1.20	\$1,578.00
11/21/2016	Russell Jr, William T.	Telephone calls, emails UST, STB team re plan provisions.	0.70	\$920.50
11/28/2016	Russell Jr, William T.	Review Denton motion re plan vote (.3)	0.30	\$394.50

Date	Name	Description	Hours	Amount
11/28/2016	Russell Jr, William T.	Review objections to claims estimation motions and emails STB team re same (.8)	0.80	\$1,052.00
12/5/2016	Russell Jr, William T.	Review plan objections and emails STB team re same (1.2)	1.20	\$1,578.00
12/5/2016	Massel, Morris	Reviewing objections.	1.00	\$1,030.00
12/5/2016	Qusba, Sandy	Begin review of objections.	0.80	\$1,052.00
12/5/2016	Endean, Jonathan E.	Reviewed objections to the plan and disclosure statement	1.80	\$873.00
12/6/2016	Russell Jr, William T.	Review and revise summary of confirmation objections and emails STB team re same (.8)	0.80	\$1,052.00
12/6/2016	Qusba, Sandy	Review objections and J. Endean summaries of same.	2.60	\$3,419.00
12/6/2016	Endean, Jonathan E.	Reviewed & summarized objections to Plan	2.70	\$1,309.50
12/7/2016	Russell Jr, William T.	Review report of plan voting results (.4)	0.40	\$526.00
12/7/2016	Russell Jr, William T.	Review revised settlement agreement w/ creditor and emails debtor re same (.4)	0.40	\$526.00
12/7/2016	Endean, Jonathan E.	Prepared and sent overview of responses to Plan to Cmty.	0.20	\$97.00
12/8/2016	Qusba, Sandy	Review objections and summaries of same and prep for calls with Committee members regarding same, including case law research.	1.80	\$2,367.00
12/9/2016	Russell Jr, William T.	Emails, t/cs debtor, STB team re confirmation issues (.8)	0.80	\$1,052.00
12/9/2016	Qusba, Sandy	Review agenda for confirmation hearing; t/c with R. Martin, G. Galardi, B. Russell, M. Massel and J. Endean regarding plan objections and confirmation hearing.	0.50	\$657.50
12/9/2016	Endean, Jonathan E.	T/c w/ R&G re: M. Williams confirmation objection	0.30	\$145.50
12/10/2016	Russell Jr, William T.	Review debtors' confirmation brief and confirmation objections (1.2)	1.20	\$1,578.00
12/12/2016	Russell Jr, William T.	Review revised plan and plan objections and t/cs, emails debtors, STB team, committee re same	0.90	\$1,183.50
12/12/2016	Massel, Morris	Reviewing Plan revisions & confirmation submission (1.8); Tcs w/ D. Tabak re: same (.5); Reviewing Plan changes & related internal calls/corresp. (.8).	3.10	\$3,193.00

Date	Name	Description	Hours	Amount
12/12/2016	Qusba, Sandy	Review revised plan and confirmation memo and remaining objections and settlements	2.10	\$2,761.50
12/13/2016	Russell Jr, William T.	Confirmation hearing, prep for same and emails, confs re same (3.3)	3.30	\$4,339.50
12/13/2016	Qusba, Sandy	Attend confirmation hearing and call with committee members regarding same.	2.50	\$3,287.50
12/14/2016	Russell Jr, William T.	Review revisions to plan and confirmation order (.7)	0.70	\$920.50
12/14/2016	Qusba, Sandy	Review modifications to chapter 11 plan.	0.70	\$920.50
12/21/2016	Russell Jr, William T.	Review revised confirmation order and emails STB team, debtors re same (.4)	0.40	\$526.00
1/12/2017	Russell Jr, William T.	Emails Debtors, committee re effective date (.2)	0.20	\$263.00
<b>Totals:</b>			<b>190.60</b>	<b>\$195,964.50</b>

**Timekeeper Category: 002724-0018 - Relief from Stay and Adequate Protection**

Date	Name	Description	Hours	Amount
11/18/2016	Russell Jr, William T.	Review lift stay papers.	0.70	\$920.50
11/21/2016	Russell Jr, William T.	Review lift stay papers.	0.60	\$789.00
<b>Totals:</b>			<b>1.30</b>	<b>\$1,709.50</b>

**Timekeeper Category: 002724-0020 - Tax**

Date	Name	Description	Hours	Amount
10/20/2016	Goldstein, Jonathan	question re tax treatment; TC w Sandy; TC w Deloitte	0.80	\$956.00
10/20/2016	Qusba, Sandy	Correspondence w/ D. Tabak, Deloitte and J. Goldstein re various tax issues, including with respect to Hungary (.4).	0.40	\$526.00
10/21/2016	Goldstein, Jonathan	TC w Deloitte; TC w Dan; review allocation	0.90	\$1,075.50
<b>Totals:</b>			<b>2.10</b>	<b>\$2,557.50</b>

**Timekeeper Category: 002724-0022 - Intellectual Property Issues**

Date	Name	Description	Hours	Amount
10/21/2016	Lesser, Lori E.	T/C Deloitte and T/C v. Jordan-Davis re: royalty research.	1.00	\$1,300.00



Date	Name	Description	Hours	Amount
10/21/2016	Jordan-Davis, Veronica R.	Call with L Lesser regarding assignment and background; legal research	0.70	\$409.50
10/24/2016	Jordan-Davis, Veronica R.	Legal research on IP valuation	3.50	\$2,047.50
10/25/2016	Jordan-Davis, Veronica R.	Legal research on IP valuation; Emails with L Lesser, N Leibowitz, Buzz, Patrick	0.80	\$468.00
10/26/2016	Russell Jr, William T.	T/c Lesser re IP issues (.3)	0.30	\$394.50
10/26/2016	Lesser, Lori E.	Review Deloitte slides and V. Jordan-Davis email re: royalties and T/C W. Russell.	1.30	\$1,690.00
10/26/2016	Jordan-Davis, Veronica R.	Legal Research on Gawker IP Valuation; email correspondence with L Lesser.	4.80	\$2,808.00
<b>Totals:</b>			<b>12.40</b>	<b>\$9,117.50</b>

**Timekeeper Category: 002724-0023 - Intercompany Issues**

Date	Name	Description	Hours	Amount
10/10/2016	Massel, Morris	Tcs w/ D. Tabak & related corresp. & internal tcs re: I/C issues.	0.70	\$721.00
10/14/2016	Endean, Jonathan E.	Discussed agreement btwn Cmty. and Gawker re: allocation	0.50	\$242.50
10/19/2016	Endean, Jonathan E.	Internal mtng w/ Russell, Qusba, Massell, Baldwin re: litigation strategy	1.40	\$679.00
10/20/2016	Qusba, Sandy	Research re interco claims and review articles and cases re various causes of action (3.6); tc w/ J. Baldwin re LLC Agreement (.2).	3.80	\$4,997.00
10/23/2016	Endean, Jonathan E.	Reviewed draft stipulation between Debtors and N. Denton and sent to cmty	0.30	\$145.50
10/24/2016	Endean, Jonathan E.	Emailed R&G sign-off on draft stip w/ 12/30 deadline	0.10	\$48.50
10/25/2016	Russell Jr, William T.	Review preliminary analysis of intercompany issues and email Deloitte re same (.8)	0.80	\$1,052.00
10/25/2016	Endean, Jonathan E.	Worked on researching and drafting the objection to disclosure statement motion	0.60	\$291.00
11/1/2016	Endean, Jonathan E.	Reviewed and commented on draft of revised disclosure statement and plan	1.00	\$485.00
11/4/2016	Endean, Jonathan E.	Draft of notice of presentment for supplemental order	1.00	\$485.00

Date	Name	Description	Hours	Amount
11/7/2016	Endean, Jonathan E.	Completed and filed notice of presentment with the court	0.90	\$436.50
<b>Totals:</b>			<b>11.10</b>	<b>\$9,583.00</b>

**Timekeeper Category: 002724-0024 - Asset Disposition**

Date	Name	Description	Hours	Amount
10/2/2016	Russell Jr, William T.	T/c Debtors, Opportune, Qusba re post-sale contracts (.2).	0.20	\$263.00
<b>Totals:</b>			<b>0.20</b>	<b>\$263.00</b>

**Timekeeper Category: 002724-0025 - Non-STB Fee Applications**

Date	Name	Description	Hours	Amount
10/8/2016	Russell Jr, William T.	Review revised Deloitte retention order and emails STB team re same (.3)	0.30	\$394.50
10/10/2016	Russell Jr, William T.	Emails STB team, Deloitte re retention order (.3)	0.30	\$394.50
10/11/2016	Heald, Julia E.	Prep. proposed Deloitte retention order for submission	1.50	\$877.50
10/13/2016	Russell Jr, William T.	Review Deloitte fee statement (.2)	0.20	\$263.00
10/14/2016	Russell Jr, William T.	T/c Deloitte counsel re retention order (.4)	0.40	\$526.00
10/21/2016	Russell Jr, William T.	Review debtor professionals' fee statements (.7)	0.70	\$920.50
10/24/2016	Russell Jr, William T.	T/cs, emails Qusba, Deloitte counsel re retention issues (.7)	0.70	\$920.50
11/2/2016	Russell Jr, William T.	T/cs, emails STB team Deloitte counsel re Deloitte retention issues (.5)	0.50	\$657.50
11/3/2016	Russell Jr, William T.	Conf, emails Deloitte, counsel re retention issues (.3)	0.30	\$394.50
11/9/2016	Heald, Julia E.	Emails w/ J. Endean re: supplemental Deloitte retention order	0.30	\$175.50
11/10/2016	Russell Jr, William T.	Emails Committee, debtors, STB team fee app issues.	0.60	\$789.00
11/14/2016	Russell Jr, William T.	Review financial advisor fee apps and emails committee, STB team re same (.5)	0.50	\$657.50
11/21/2016	Russell Jr, William T.	Review retention apps and emails STB team re same.	0.60	\$789.00
11/21/2016	Russell Jr, William T.	Review fee apps.	0.80	\$1,052.00
12/1/2016	Russell Jr, William T.	emails debtors, UST, STB team re fee app issues (.3)	0.30	\$394.50

Date	Name	Description	Hours	Amount
12/6/2016	Russell Jr, William T.	Review fee apps (.6)	0.60	\$789.00
12/19/2016	Endean, Jonathan E.	Prep. email to Denton/Mourant re: final fee applications	0.60	\$291.00
12/21/2016	Russell Jr, William T.	Review supplemental Deloitte filing (.2)	0.20	\$263.00
12/21/2016	Endean, Jonathan E.	Filing of Deloitte Fee Application	0.60	\$291.00
12/28/2016	Myers, Jonathan R.	Assisted Deloitte counsel re filing fee application.	0.40	\$234.00
1/4/2017	Endean, Jonathan E.	Rev. Final Fee. App of Mourant.	0.40	\$194.00
1/5/2017	Endean, Jonathan E.	Rev. Mourant fee application (0.8); T/c w/ A. Last re: same (0.1)	0.90	\$436.50
1/5/2017	Massel, Morris	Revising Mourant Application.	0.80	\$824.00
1/6/2017	Endean, Jonathan E.	Rev. & filed Mourant fee app (0.1); corresp. w/ Dentons re: final fee app (0.3)	0.40	\$194.00
1/11/2017	Endean, Jonathan E.	Rev. final fee application for Dentons and provided comments re: same	0.70	\$339.50
1/13/2017	Endean, Jonathan E.	Reviewed final fee application for Dentons	1.50	\$727.50
1/13/2017	Russell Jr, William T.	Review draft fee apps and emails Endean re same (.4)	0.40	\$526.00
1/17/2017	Endean, Jonathan E.	Reviewed Dentons final fee application and provided comments re: same	1.00	\$485.00
1/17/2017	Russell Jr, William T.	Review local counsel fee app and emails Endean re same	0.30	\$394.50
1/19/2017	Endean, Jonathan E.	Rev. Deloitte FAS fee statements (0.3); corresp. w/ Dentons re: final fee app. (0.1)	0.40	\$194.00
1/20/2017	Endean, Jonathan E.	Filed and served Dentons final fee app	0.30	\$145.50
1/26/2017	Endean, Jonathan E.	Rev. Deloitte fee app order	0.10	\$48.50
<b>Totals:</b>			<b>17.60</b>	<b>\$15,583.00</b>

**Timekeeper Category: 002724-0027 - Executory Leases and Contracts**

Date	Name	Description	Hours	Amount
10/2/2016	Qusba, Sandy	Review Onix deck and correspondence with B. Russell regarding same (.8); t/c with B. Russell, W. Holden and G. Galardi regarding same (.4)	1.20	\$1,578.00
10/25/2016	Russell Jr, William T.	Review and revise debtor contract and emails Ropes, STB team re same (.5)	0.50	\$657.50
11/17/2016	Russell Jr, William T.	Review debtor motions re	0.30	\$394.50

Date	Name	Description	Hours	Amount
		assumption of leases.		
<b>Totals:</b>			<b>2.00</b>	<b>\$2,630.00</b>

**Exhibit I**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

Gawker Media LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-11700 (SMB)

(Jointly Administered)

**ORDER GRANTING SECOND INTERIM APPLICATION OF  
SIMPSON THACHER & BARTLETT LLP FOR APPROVAL AND  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED DURING PERIOD FROM  
OCTOBER 1, 2016 THROUGH AND INCLUDING JANUARY 31, 2017**

Upon the application filed on March 21, 2017 (the “**Application**”)<sup>2</sup> of Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Gawker Media, LLC and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), in the above-captioned chapter 11 cases, pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (together with Local Rule 2016-1, the “**Local Guidelines**”), the United States Trustee Appendix

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC’s and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, adopted on November 1, 2013, effective November 1, 2013 (the “**U.S. Trustee Guidelines**”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 94] (the “**Interim Compensation Order**”), seeking entry of an order allowing and authorizing: (i) compensation for professional services rendered by Simpson Thacher during the period from October 1, 2016 through and including January 31, 2017 (the “**Second Interim Compensation Period**”); and (ii) reimbursement of expenses incurred by Simpson Thacher in connection with such services during the Second Interim Compensation Period; and a hearing having been held before this Court to consider the Application (the “**Hearing**”); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that notice of the Application was good and sufficient under the circumstances and that no other or further notice need be given; and for the reasons set forth more fully on the record of the Hearing; and upon the record therein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted and the fees and expenses of Simpson Thacher for the Second Interim Compensation Period are approved on an interim basis, in the amounts and to the extent provided on **Schedule A** attached hereto.

2. The Debtors are authorized and directed to pay promptly to Simpson Thacher the amount of \$111,227.60, which is the total amount outstanding to Simpson Thacher and unpaid for services rendered and expenses incurred during the Second Interim Compensation Period.

3. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to implementation of this Order.

Dated: New York, New York,  
\_\_\_\_\_, 2017

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HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**



Case No.: 16-1700(SMB) (Jointly Administered)

Case Name: *In re Gawker Media, LLC, et al.*

[illegible]